

POOR LEGIBILITY

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July 7, 2006

BY CERTIFIED MAIL – RETURN RECEIPT REQUESTED

Ms. Kim Muratore
Case Developer (SFD-7-B)
U.S. Environmental Protection Agency
Region 9
75 Hawthorne Street
San Francisco, California 94105-3901

Re: San Fernando Valley/ North Hollywood Superfund Site – Information Request.

Dear Ms. Muratore:

This responds to the U.S. Environmental Protection Agency's ("EPA") May 16, 2006 letter and information request to George Halvorson, President and CEO of Kaiser Foundation Health Plan, Inc. ("Health Plan") regarding the Kaiser Permanente Regional Reference Laboratory's facility located at 11668 Sherman Way, North Hollywood, California.

As per my conversation with Michael Massey, it was agreed that Health Plan would postmark responses to Request Nos. 1 through 12 and 14 by July 7, 2006. The responses to these requests are listed below. Enclosed with this letter are responsive documents, identified below, and labeled with Bates numbers KP-EPA000001 to KP-EPA000310.

ENCLOSURE B: INFORMATION REQUEST

1. State the full legal name, address, telephone number, position(s) held by, and tenure of the individual(s) answering any of the questions below on behalf of the Kaiser Permanente Regional Reference Laboratory (the "Company").

- a) Mitchell S.Y. Cohen
Senior Counsel
Legal and Government Relations Department

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July 7, 2006
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Kaiser Foundation Health Plan, Inc.
One Kaiser Plaza, 19th Floor
Oakland, CA 94612
Tel: (510) 271-6658

Tenure: August 1, 1994 to present.

- b) Richard K. Weier
Environmental Health & Safety Manager
Southern California Permanente Medical Group
Kaiser Permanente Regional Reference Laboratory
11668 Sherman Way
North Hollywood, CA 91605
Tel: (818) 503-7009

Tenure: January 1977 to present with Kaiser Permanente; at Facility since opening in 1991.

2. Identify the individuals who are or were responsible for environmental matters at the Company's facility located at 11668 Sherman Way, North Hollywood, California (the "Facility"). Henceforth, the term "Facility" shall be interpreted to include both the real property at 11668 Sherman Way and any improvement thereto. For each individual responsible for environmental matters, provide his/her full name, current or last known address, current or last known telephone number, position, titles, and the dates each individual held such position.

- b) Richard K. Weier
Environmental Health & Safety Manager
Southern California Permanente Medical Group
Kaiser Permanente Regional Reference Laboratory
11668 Sherman Way
North Hollywood, CA 91605
Tel: (818) 503-7009

Ms. Kim Muratore
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Tenure: January 1977 to present with Kaiser Permanente; at Facility since opening in 1991.

3. Explain the Company's present operational status (e.g., active, suspended, defunct, merged or dissolved.)

Kaiser Permanente Regional Reference Laboratory is owned by Kaiser Foundation Health Plan, Inc. ("Health Plan"), an active California non-profit corporation. The facility is operated by Southern California Permanente Medical Group ("Medical Group"), an active for profit general partnership. Kaiser Foundation Health Plan, Inc. contracts with Southern California Permanente Medical Group for the provision of medical services in our Southern California Region, including oversight of laboratory services. Together with Kaiser Foundation Hospitals, Health Plan and Medical Group operate an integrated delivery system in Southern California this is commonly referred to as the Kaiser Permanente Medical Care Program or "Kaiser Permanente."

4. Provide the date the Company was incorporated, formed, or organized. Identify the State in which the Company was incorporated, formed, or organized.

Kaiser Foundation Health Plan, Inc. was incorporated on March 11, 1955 in the State of California.

5. Identify the business structure (e.g., sole proprietorship, general partnership, limited partnership, joint venture, or corporation, under which the Company currently exists or operates and identify all former business structures under which it existed or operated since its inception.

Kaiser Foundation Health Plan, Inc. is an active California non-profit corporation and has been since its incorporation.

6. For each business structure, under which the Company has existed or operated at the Facility, provide the corresponding dates that it existed or operated under that business structure, the name(s) it used, and the Facility addresses at which it operated or was otherwise located.

Kaiser Foundation Health Plan, Inc., as a California non-profit corporation, has owned the Facility at 11668 Sherman Way, North Hollywood, California since August 28, 1989 under the

Ms. Kim Muratore

July 7, 2006

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name Kaiser Permanente Regional Reference Laboratory. The facility has been operated since August 28, 1989 by Southern California Permanente Medical Group, an active for profit general partnership. Kaiser Foundation Health Plan, Inc. contracts with Southern California Permanente Medical Group for the provision of medical services in our Southern California Region, including oversight of laboratory services.

7. Provide a copy of the articles of incorporation, partnership agreement, articles of organization , or any other documentation (together with any amendments) demonstrating the particular business structure under which the Company has existed or operated since its inception.

See Bates numbers KP-EPA000001 - KP-EPA000023.

8. If the Company is or was operating under a fictitious business name, identify the fictitious name and the owner(s) of the fictitious name, and provide a copy of the Fictitious Business Name Statement filed with the county in which the Company is or was doing business.

Kaiser Permanente is the trade name for the organization that comprises the Kaiser Permanente Medical Care Program. These organizations consist of Kaiser Foundation Health Plan, Inc., Kaiser Foundation Hospitals, their respective subsidiaries, and the Permanente Medical Groups, which are independent physician groups.

Please see Bates numbers KP-EPA000024 - KP-EPA000027.

9. Identify any and all sales of the Company's assets if the sale represented a sale of substantially all of the Company's assets.

None.

10. Identify and explain any investments by the Company in other businesses, companies, or corporations equating to 5% or more of that other business, company, or corporation from the formation of the Company to the present.

See the organizational chart detailing Kaiser Foundation Health Plan, Inc. and its wholly-owned subsidiaries at Bates number KP-EPA000028.

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11. List the names, titles, telephone number(s), and current or last known addresses of all individuals who are currently or were officers and/or owners of the Company during any time that the Company was operating at the Facility, regardless of the business structure under which the Company is or was operated. Provide documentation of both the percentage of each individual's current or former ownership interest in the Company and the time period(s) during which he/she held this ownership interest.

See Bates numbers KP-EPA000029 - KP-EPA000258.

12. Identify the dates the Company, under any of its current or former business structures, owned the Facility. Provide a copy of the title documentation evidencing the Company's ownership of the Facility.

Kaiser Foundation Health Plan, Inc. owned the Facility from August 28, 1989 to present. *See Bates numbers KP-EPA000259 - KP-EPA000310.*

14. Provide the dates that the Company, under any of its current or former business structures, operated at the Facility.

The Facility has been operated by Southern California Permanente Medical Group and owned by Kaiser Foundation Health Plan, Inc., since August 28, 1989.

If you have any questions about the information provided in these responses or the enclosed documents, please do not hesitate to call me at (510) 271-6658.



Ms. Kim Muratore
July 7, 2006
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Sincerely,

KAISER FOUNDATION HEALTH PLAN, INC.

A handwritten signature in black ink, reading "Mitchell S.Y. Cohen". The signature is written in a cursive, flowing style.

Mitchell S.Y. Cohen
Senior Counsel

Enclosures

cc: Richard K. Weir (w/o encls.)
Elizabeth Villaluz (w/o encls.)



Ms. Kim Muratore
July 7, 2006
Page 7

bcc: Jerry Prochazka (w/o encls.)

FILED

In the office of the Secretary of State
of the State of California

MAR 17 1955

FRANK M. JORDAN, Secretary of State

B/

Deputy

ARTICLES OF INCORPORATION

OF

KAISER FOUNDATION HEALTH PLAN

(a non-profit corporation)

299511

ONE: The name of this corporation is

KAISER FOUNDATION HEALTH PLAN.

TWO: This corporation is organized for the following purposes:

(a) To establish non-profit, prepaid medical services so as to spread the cost of illness and infirmity over a large group of people, and in this connection to enter into contracts and agreements with physicians, hospitals, clinics and other medical groups for providing medical services, and to build, construct, establish and maintain hospitals and clinics, and employ the services of physicians, surgeons and other medical attendants and administrative personnel; and these are the primary purposes for which this corporation is formed; and

(b) To act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, and expend funds and property subject to such trust; and

(c) To acquire by gift, devise, bequest, purchase, lease, exchange, or otherwise, and to hold, use, develop, mortgage or otherwise encumber, donate, lease, sell, exchange, transfer upon trust, or otherwise, dispose of, real and personal property of every class and description or any right or interest therein; and

Restriction of right
to amend articles

(No)

Yes

KP-EPA000001

(d) To become a member of and cooperate with any other association, whether incorporated or not, whose objects are altogether or in substantial part similar to those of this corporation; and

(e) To borrow money, contract debts, and to issue notes or obligations of this corporation from time to time for any of the objects and purposes of the corporation and to secure the payment or performance thereof by lawful means; and

(f) To enter into, make, perform, and carry out contracts of every sort and kind (including, without limiting the generality of the foregoing, contracts of suretyship and guaranty) which may be necessary or convenient in carrying out the purposes of this corporation with any person, firm, corporation or association; and

(g) To have offices and promote and carry on its objects and purposes within the State of California and in any or all other states, territories, possessions, colonies and dependencies of the United States and in the District of Columbia; and

(h) For such other charitable purposes as the corporation may deem advisable and in this regard to do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, and the foregoing statements in this Article TWO of the purposes of the corporation are not to be deemed limitations of the general purposes set forth in this paragraph (h).

THREE: This corporation is a non-profit corporation organized under Part 1 of Division 2 of Title 1 of the Corporations Code of the State of California, and it does not and shall not have the power to distribute gains, profits or dividends to the directors, officers or members of the corporation. No part of any net earnings of the corporation shall inure to the benefit of any officer or director or member of the corporation or to any other individual, and no part of the activities of the corporation shall consist of carrying on propaganda activities or otherwise attempting to influence legislation. Nothing in this article shall be deemed to prevent the corporation from paying an officer, director, or member the reasonable value of the goods or services furnished to the corporation; however, no director shall be compensated for his services as director.

FOUR: The county in this state where the principal office for the transaction of the business of the corporation is located is Alameda County.

FIVE:

(a) The number of directors of this corporation shall be five (5) until changed by amendment to these Articles of Incorporation or by a by-law adopted by the board or written assent of a majority of the members of this corporation.

(b) The names and addresses of the persons who are to act as directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
ARTHUR L. BROWN	111 Sutter Street, San Francisco, California
ROBERT M. McLEOD	111 Sutter Street, San Francisco, California
EDWARD J. RUFF	111 Sutter Street, San Francisco, California
GEORGE E. LINK	111 Sutter Street, San Francisco, California
LAUFFER T. HAYES	111 Sutter Street, San Francisco, California

SIX: The directors shall constitute the members of the corporation and there shall be no membership of the corporation distinct from the members of the Board of Directors.

SEVEN: No member shall be subject to dues or assessments, and no member shall be in any way liable for the debts of the corporation or for the actions or deeds of any other member.

EIGHT: This corporation shall not have the power to issue capital stock.

NINE: Upon the abandonment, liquidation or dissolution of this corporation its net assets shall be distributed by the Board of Directors for such charitable purposes as a majority of the members of the Board may determine. In no event may the net assets be distributed so as to inure directly or indirectly to the benefit of any officer, or member, or Director, or private individual, or to any corporation, trust or organization whose activities consist in any part of carrying on propaganda activities or otherwise attempting to influence legislation.

TEN: This corporation shall have perpetual existence.

IN WITNESS WHEREOF, we have hereunto set our hands this 4th day of March, 1955.

Arthur L. Brown
ARTHUR L. BROWN

Robert M. McLeod
ROBERT M. MCLEOD

Edward J. Ruff
EDWARD J. RUFF

George E. Link
GEORGE E. LINK

Lauffer T. Hayes
LAUFFER T. HAYES

STATE OF CALIFORNIA
CITY AND COUNTY OF SAN FRANCISCO } ss.

On this 4th day of March, 1955, before me, the undersigned, a Notary Public in and for the County and State aforesaid, personally appeared ARTHUR L. BROWN, ROBERT M. MCLEOD, EDWARD J. RUFF, GEORGE E. LINK and LAUFFER T. HAYES, known to me to be the persons described in and who executed the foregoing instrument and who acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this Certificate first above written.

Francis K. Kelly

NOTARY PUBLIC
In and for the City and County of
San Francisco, State of California

(SEAL)

KP-EPA000005

299541

Name changed to KAISER FOUNDATION HEALTH PLAN, INC.

FILED

In the office of the Secretary of State
of the State of California

FEB 14 1956

FRANK H. JORDAN, Secretary of State

By Ralph B. Martey
Deputy

CERTIFICATE OF AMENDMENT OF

ARTICLES OF INCORPORATION

OF

KAISER FOUNDATION HEALTH PLAN

The undersigned, ARTHUR L. BROWN, ROBERT M. McLEOD, EDWARD J. RUFF, GEORGE E. LINK and LAUFFER T. HAYES, constituting all of the incorporators of KAISER FOUNDATION HEALTH PLAN, a California non-profit corporation, do hereby certify that:

ONE: Kaiser Foundation Health Plan is a corporation duly organized and existing under and by virtue of the laws of the State of California; that the articles of incorporation of said corporation were filed in the office of the Secretary of State on the 11th day of March, 1955.

TWO: The undersigned constitute at least two-thirds of the incorporators of Kaiser Foundation Health Plan, being all of the five incorporators thereof.

THREE: Said corporation has admitted no members other than the incorporators since the filing of its Articles of Incorporation with the Secretary of State.

FOUR: The signers hereof hereby adopt and consent to the following amendments to the Articles of Incorporation of Kaiser Foundation Health Plan:

(a) The article thereof numbered ONE is hereby amended so that, as amended, it shall read as follows:

"ONE: The name of this corporation is

KAISER FOUNDATION HEALTH PLAN, INC."

(b) Paragraph (a) of the article thereof numbered TWO

KP-EPA000006

is hereby amended so that, as amended, it shall read as follows:

"(a) To establish and maintain non-profit medical and hospital service plans so as to spread the cost of illness and infirmity over a large group of people, and in this connection to enter into contracts and agreements with physicians, hospitals, clinics and other groups and organizations engaged in and relating to medical care for providing medical services, and to build, construct, establish and maintain hospitals and clinics, and employ the services of physicians, surgeons and other medical attendants and administrative personnel; and these are the primary purposes for which this corporation is formed; and"

(c) Paragraph (h) of the article thereof numbered TWO is hereby amended so that, as amended, it shall read as follows:

"(h) To promote, encourage, aid, assist or engage in, financially or otherwise, the advancement and improvement of, and the public interest in, health services for the public at reasonable cost, and in this connection to cooperate with, or become a member of, or provide funds for, any organization or institution, whether incorporated or not, engaged primarily in scientific medical research, or in the education, training and instruction of suitable persons in the technique of treating, attending upon or administering to sick, afflicted, infirm, aged or injured persons; and"

(d) By adding to the article thereof numbered TWO a

paragraph lettered (1), which shall read as follows:

"(1) For such other charitable, scientific, educational and hospital purposes as the corporation may deem advisable and in this regard to do all acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation, and the foregoing statements in this Article TWO of the purposes of the corporation are not to be deemed limitations of the general purposes set forth in this paragraph (1)."

(e) The article thereof numbered THREE is hereby amended so that, as amended, it shall read as follows:

"THREE: This corporation is a non-profit corporation organized under Part 1 of Division 2 of Title 1 of the Corporations Code of the State of California, and it does not and shall not have the power to distribute gains, profits or dividends to the directors, officers or members of the corporation. No part of any net earnings of the corporation shall inure to the benefit of any officer or director or member of the corporation or to any other individual, but nothing in this article shall be deemed to prevent the corporation from paying an officer, director, or member the reasonable value of the goods or services furnished to the corporation; however, no director shall be compensated for his services as director."

(f) Paragraph (a) of the article thereof numbered FIVE is hereby amended so that, as amended, it shall read as follows:

"(a) The number of directors of this corporation shall be six (6) until changed by amendment to

these Articles of Incorporation or by a by-law adopted by the vote or written assent of a majority of the members of this corporation."

(g) The article thereof numbered NINE is hereby amended so that, as amended, it shall read as follows:

"NINE: Upon the abandonment, liquidation or dissolution of this corporation its net assets shall be distributed by the Board of Directors to any corporation, trust, fund or foundation organized and operated exclusively for purposes consistent with the purposes of this corporation or for other charitable, scientific, educational or hospital purposes, or for one or more of such purposes, as a majority of the members of the Board may determine. In no event may the net assets be distributed so as to inure directly or indirectly to the benefit of any officer or member or Director of the corporation, or to any other individual, or to any corporation, trust or organization, the net earnings of which inures to the benefit of any shareholder, member, director, trustee, officer or other person engaged in the management of its affairs."

FIVE: This Certificate of Amendment is executed for the purpose of complying with the provisions of Section 3671 of the California Corporations Code.

IN WITNESS WHEREOF, the undersigned have executed this

Certificate of Amendment this

day of February, 1956.

Arthur L. Brown
Arthur L. Brown

Robert M. McLeod
Robert M. McLeod

Edward E. Huff
Edward E. Huff

George E. Link
George E. Link

Laufer T. Hayes
Laufer T. Hayes

STATE OF CALIFORNIA

CITY AND COUNTY OF SAN FRANCISCO

SS.

ARTHUR L. BROWN, ROBERT M. McLEOD, EDWARD J. RUFF,
GEORGE E. LINK and LAUFFER T. HAYES, being first duly sworn,
each for himself, deposes and says:

That he is one of the incorporators of the corpora-
tion mentioned in the foregoing Certificate of Amendment; that
he has read said certificate and that the statements therein
made are true of his own knowledge; and that the signatures
purporting to be the signatures of incorporators thereto are
the genuine signatures of said incorporators.

Arthur L. Brown
Arthur L. Brown

Robert M. McLeod
Robert M. McLeod

Edward J. Ruff
Edward J. Ruff

George E. Link
George E. Link

Lauffer T. Hayes
Lauffer T. Hayes

SUBSCRIBED AND SWORN to before me

this 6th day of February, 1956.

Bina Edwards
NOTARY PUBLIC

In and for the City and County of
San Francisco, State of California.

KP-EPA000011

299541

187644⁵

FILED

X the office of the Secretary of State
of the State of California

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

KAISER FOUNDATION HEALTH PLAN, INC.

AUG - 5 1969

FRANK M. JORDAN, Secretary of State

Deputy

CLIFFORD H. KEENE and SCOTT FLEMING certify:

1. That they are the President and the Assistant Secretary, respectively, of KAISER FOUNDATION HEALTH PLAN, INC., a California corporation.

2. That the by-laws authorize the directors to adopt resolutions amending the Articles by unanimous written consent without a meeting; heretofore, by unanimous written consent without a meeting, the directors adopted resolutions amending the Articles, as follows:

RESOLVED, that paragraph (g) of Article TWO of the Articles of Incorporation is amended to read as follows:

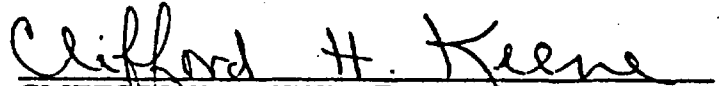
2
"(g) To have offices and promote and carry on its objects and purposes within the State of California and in any or all other states, territories, possessions and dependencies of the United States and in the District of Columbia; and"

RESOLVED
FURTHER, that Article THREE of the Articles of Incorporation is amended to read as follows:

"THREE: This corporation is a nonprofit corporation organized under Part 1 of Division 2 of Title 1 of the Corporations Code of the State of California, and it does not and shall not have the power to distribute gains, profits or dividends to the directors, officers or members of the corporation. No part of any net earnings of the corporation shall inure to the benefit of any officer or director or member of the corporation or to any other individual, but nothing in this article shall be deemed to prevent the corporation from paying an officer, director, or member the reasonable value of the goods or services furnished to the corporation."

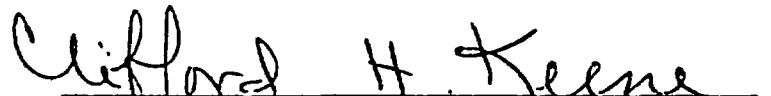
3. That the members have adopted said amendments by written consent of all members entitled to vote without a meeting having been held; that the wording of the amended Articles, as set forth in the members' written consent, is the same as that set forth in the directors' resolutions in paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolutions is 10, and that the number of members constituting a quorum is 5.


CLIFFORD H. KEENE, President


SCOTT FLEMING, Assistant Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.
Executed at Oakland, California on July 16, 1969.


CLIFFORD H. KEENE, President


SCOTT FLEMING, Assistant Secretary

299541

A220256

FILED
In the office of the Secretary of State
of the State of California

JUN 27 1980

JOSEPH RONG FU, Secretary of State

Deputy

Officers' Certificate of Amendment

James A. Vohs and Robert J. Erickson, President and Secretary, respectively, of Kaiser Foundation Health Plan, Inc., hereby certify the following statements, as required by Corporations Code Section 5814:

1. Kaiser Foundation Health Plan, Inc. is a corporation organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

3 2. The Articles of Incorporation of Kaiser Foundation Health Plan, Inc. were amended by the Board of Directors of the corporation at its meeting on June 19, 1980.

3. The Articles of Incorporation were amended to read as set forth in full in the document attached hereto as Exhibit A.

4. The amended Articles were approved by the Directors acting in their capacity as members of the corporation, as required by Corporations Code Section 5812. The approval was by means of a unanimous affirmative vote by the Directors at a duly held meeting at which a quorum was present, thereby satisfying the requirements of Corporations Code Section 5034.

5. The amended Articles provide that the corporation shall have no members.

We declare, under penalty of perjury,
that the foregoing statements are true
of our own knowledge.

James A. Vohs
James A. Vohs
President

Kaiser Foundation Health Plan, Inc.

Robert J. Erickson
Robert J. Erickson
Senior Vice President and Secretary
Kaiser Foundation Health Plan, Inc.

June 26, 1980
Oakland, California

KP-EPA000014

ARTICLES OF INCORPORATION
OF
KAISER FOUNDATION HEALTH PLAN, INC.

ONE: The name of this corporation is:
KAISER FOUNDATION HEALTH PLAN, INC.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law effective January 1, 1980, not otherwise applicable to it under Parts 2 and 5 of Division 2 of Title 1 of the Corporations Code of the State of California.

THREE: The corporation's principal purpose is to establish and maintain nonprofit comprehensive, predominantly prepaid, direct service health care plans at reasonable cost for members of the public, without regard to age, sex, race, religion or national origin. The corporation's related purposes are to promote and encourage advancement and improvement of the nation's health care services on a cost-effective basis; to participate in activities designed and carried on to promote the community's general health; and, subject to Article SIX, to support such other charitable, scientific, educational and hospital endeavors as the corporation may deem advisable.

KP-EPA000015

FOUR: The corporation shall have no members.

FIVE: The corporation's Bylaws shall set forth the number of Directors.

SIX: The corporation's assets are irrevocably dedicated to public and charitable purposes. The corporation does not and shall not have the power to distribute gains, profits or dividends to its Directors or officers, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation or to any other individual, but the corporation may compensate Directors and officers for the reasonable value of goods or services that they furnish to the corporation.

Upon the corporation's liquidation or dissolution, the Board of Directors shall, after paying or adequately providing for the corporation's liabilities, distribute the corporation's assets to one or more organizations exempt from tax under Internal Revenue Code Section 501(c)(3), or any amendment or successor thereto. The corporation's assets may not be distributed so as to inure directly or indirectly to the benefit of any Director or officer of the corporation, or to any other individual, or to any corporation, trust or organization whose net earnings inure to the benefit of any individual.

29541

A275095

FILED
In the office of the Secretary of State
of the State of California

DEC 9 1983

MARCH FONG EU, Secretary of State

Deputy

Officers' Certificate of Amendment

James A. Vohs and Robert J. Erickson, President and Secretary, respectively, of Kaiser Foundation Health Plan, Inc., hereby certify the following statements, as required by Corporations Code Section 5814:

1. Kaiser Foundation Health Plan, Inc. is a corporation organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.
2. The Articles of Incorporation of Kaiser Foundation Health Plan, Inc. were amended by the Board of Directors of the corporation at its meeting on November 10, 1983.
3. The Articles of Incorporation were amended to read as set forth in full in the document attached hereto as Exhibit A.
4. The Articles of Incorporation of Kaiser Foundation Health Plan, Inc. provide that the corporation shall have no members. Therefore, this amendment is one which may be adopted with approval by the Board of Directors alone, pursuant to Corporations Code Section 5812.

We declare, under penalty of perjury, that the foregoing statements are true of our own knowledge.

James A. Vohs
James A. Vohs
President
Kaiser Foundation Health Plan, Inc.

Robert J. Erickson
Robert J. Erickson
Senior Vice President and Secretary
Kaiser Foundation Health Plan, Inc.

December 3, 1983
Oakland, California

KP-EPA000017



SECRETARY OF STATE



I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

NOV 17 1998

Bill Jones

Secretary of State

KP-EPA000018

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KAISER FOUNDATION HEALTH PLAN, INC.**

ENDORSED-FILED
In the office of the Secretary of State
of the State of California

NOV 16 1998

BILL JONES, Secretary of State

David M. Lawrence, Chairman, and Kirk E. Miller certify that:

1. They are the Chief Executive Officer and the Secretary, respectively, of Kaiser Foundation Health Plan, Inc. a California nonprofit public benefit corporation.
2. Article Six of the Articles of Incorporation of Kaiser Foundation Health Plan, Inc. is amended to read as follows:

"SIX: The corporation's assets are irrevocably dedicated to charitable purposes. The corporation does not and shall not have the power to distribute gains, profits or dividends to its Directors or officers, and no part of its net earnings shall inure to the benefit of any Director or officer of the corporation or to any other individual, but the corporation may compensate Directors and officers for the reasonable value of goods or services that they furnish to the corporation.

Upon the corporation's liquidation or dissolution, the Board of Directors shall, after paying or adequately providing for the corporation's liabilities, distribute the corporation's assets to one or more scientific or charitable organizations exempt from tax under Internal Revenue Code Section 501(c)(3), or any amendment or successor thereto. The corporation's assets may not be distributed so as to inure directly or indirectly to the benefit of any Director or officer of the corporation, trust or organization whose net earnings inure to the benefit of any individual."

3. The foregoing amendment to the Articles of Incorporation of Kaiser Foundation Health Plan, Inc. was duly approved by consent of the Board of Directors at a meeting on March 10, 1998.
4. The corporation has no members.

KP-EPA000019

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: November 12, 1998



David M. Lawrence, MD
Chairman and Chief Executive Officer



Kirk E. Miller
Secretary and General Counsel



KP-EPA000020



SECRETARY OF STATE



I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR 26 2003



Kevin Shelley
Secretary of State

KP-EPA000021

**CERTIFICATE OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF
KAISER FOUNDATION HEALTH PLAN, INC.**

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

MAR 18 2003

KEVIN SHELLE
Secretary of State

George C. Halvorson and Kirk E. Miller certify that:

1. They are the President and the Secretary, respectively, of Kaiser Foundation Health Plan, Inc. a California nonprofit public benefit corporation.
2. Article THREE of the Articles of Incorporation of Kaiser Foundation Health Plan, Inc. is amended to read as follows:

"THREE: The corporation's principal purpose is to establish and maintain nonprofit comprehensive, predominantly prepaid, direct service health care plans at reasonable cost for members of the public, without regard to age, sex, race, religion or national origin. The corporation's related purposes are to promote and encourage advancement and improvement of the nation's health care services on a cost-effective basis; to participate in activities designed and carried on to promote the community's general health; to support the tax-exempt purposes of this corporation's subsidiaries, and of Kaiser Foundation Hospitals and its subsidiaries, by the provision of administrative support services; and, subject to Article SIX, to support such other charitable, scientific, educational and hospital endeavors as the corporation may deem advisable."


3. The foregoing amendment to the Articles of Incorporation of Kaiser Foundation Health Plan, Inc. was duly approved by consent of the Board of Directors at a meeting on March 5, 2003.
4. The corporation has no members.

KP-EPA000022

5. We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date: March 17, 2003


George C. Halvorson
President


Kirk E. Miller
Secretary



KP-EPA000023

The United States of America



Nº 1787039

CERTIFICATE OF REGISTRATION

This is to certify that the records of the Patent and Trademark Office show that an application was filed in said Office for registration of the Mark shown herein, a copy of said Mark and pertinent data from the Application being annexed hereto and made a part hereof,

And there having been due compliance with the requirements of the law and with the regulations prescribed by the Commissioner of Patents and Trademarks,

Upon examination, it appeared that the applicant was entitled to have said Mark registered under the Trademark Act of 1946, as amended, and the said Mark has been duly registered this day in the Patent and Trademark Office on the

PRINCIPAL REGISTER

to the registrant named herein.

This registration shall remain in force for TEN years unless sooner terminated as provided by law.



In Testimony Whereof I have hereunto set my hand and caused the seal of the Patent and Trademark Office to be affixed this tenth day of August 1993.

Michael K. Turk

Acting Commissioner of Patents and Trademarks

Int. Cls.: 36 and 42

Prior U.S. Cls.: 100 and 102

United States Patent and Trademark Office

Reg. No. 1,787,039

Registered Aug. 10, 1993

**SERVICE MARK
PRINCIPAL REGISTER**

KAISER PERMANENTE

**KAISER FOUNDATION HEALTH PLAN, INC.
(CALIFORNIA CORPORATION)
ONE KAISER PLAZA
OAKLAND, CA 94612**

**FOR: ARRANGING FOR AND FINANCING
OF PREPAID HEALTH CARE SERVICES, IN
CLASS 36 (U.S. CL. 102).**

**FIRST USE 8-10-1984; IN COMMERCE
10-10-1984.**

**FOR: HEALTH CARE SERVICES, IN CLASS
42 (U.S. CL. 100).**

**FIRST USE 8-10-1984; IN COMMERCE
10-10-1984.**

**OWNER OF U.S. REG. NOS. 859,812, 1,632,556
AND OTHERS.**

**THE ENGLISH TRANSLATION OF "PER-
MANENTE" IN THE MARK IS "PERMANENT".**

SER. NO. 74-332,168, FILED 11-17-1992.

**DARLENE BULLOCK, EXAMINING ATTOR-
NEY**



UNITED STATES DEPARTMENT OF COMMERCE
Patent and Trademark Office
OFFICE OF ASSISTANT COMMISSIONER FOR TRADEMARKS
2800 Crystal Drive
Arlington, Virginia 22202-3518

REGISTRATION NO: 1787039 SERIAL NO: 74332168 MAILING DATE: 12/03/2002
REGISTRATION DATE: 08/10/1993
MARK: KAISER PERMANENTE
REGISTRATION OWNER: KAISER FOUNDATION HEALTH PLAN,
CORRESPONDENCE ADDRESS:

VERNONICA COLBY DEVITT
THELEN REID & PRIEST LLP
P.O. BOX 190187
SAN FRANCISCO CA 94119-0187

NOTICE OF ACCEPTANCE

15 U.S.C. Sec. 1058(a)(3)

THE COMBINED AFFIDAVIT AND RENEWAL APPLICATION FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 8 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058.

ACCORDINGLY, THE SECTION 8 AFFIDAVIT IS ACCEPTED.

NOTICE OF RENEWAL

15 U.S.C. Sec. 1059(a)

THE COMBINED AFFIDAVIT AND RENEWAL APPLICATION FILED FOR THE ABOVE-IDENTIFIED REGISTRATION MEETS THE REQUIREMENTS OF SECTION 9 OF THE TRADEMARK ACT, 15 U.S.C. Sec. 1058.

ACCORDINGLY, THE REGISTRATION IS RENEWED.

THE REGISTRATION WILL REMAIN IN FORCE FOR CLASS(ES):
036 042.

HENSON, EVERETT J
PARALEGAL SPECIALIST
POST-REGISTRATION DIVISION
(703)308-9500

PLEASE SEE THE REVERSE SIDE OF THIS NOTICE FOR INFORMATION
CONCERNING REQUIREMENTS FOR MAINTAINING THIS REGISTRATION

ORIGINAL

REQUIREMENTS FOR MAINTAINING A FEDERAL TRADEMARK REGISTRATION

I) SECTION 8: AFFIDAVIT OF CONTINUED USE

The registration shall remain in force for 10 years, except that the registration shall be canceled for failure to file an Affidavit of Continued Use under Section 8 of the Trademark Act, 15 U.S.C. Sec. 1058, at the end of each successive 10-year period following the date of registration.

Failure to file the Section 8 Affidavit will result in the cancellation of the registration.

II) SECTION 9: APPLICATION FOR RENEWAL

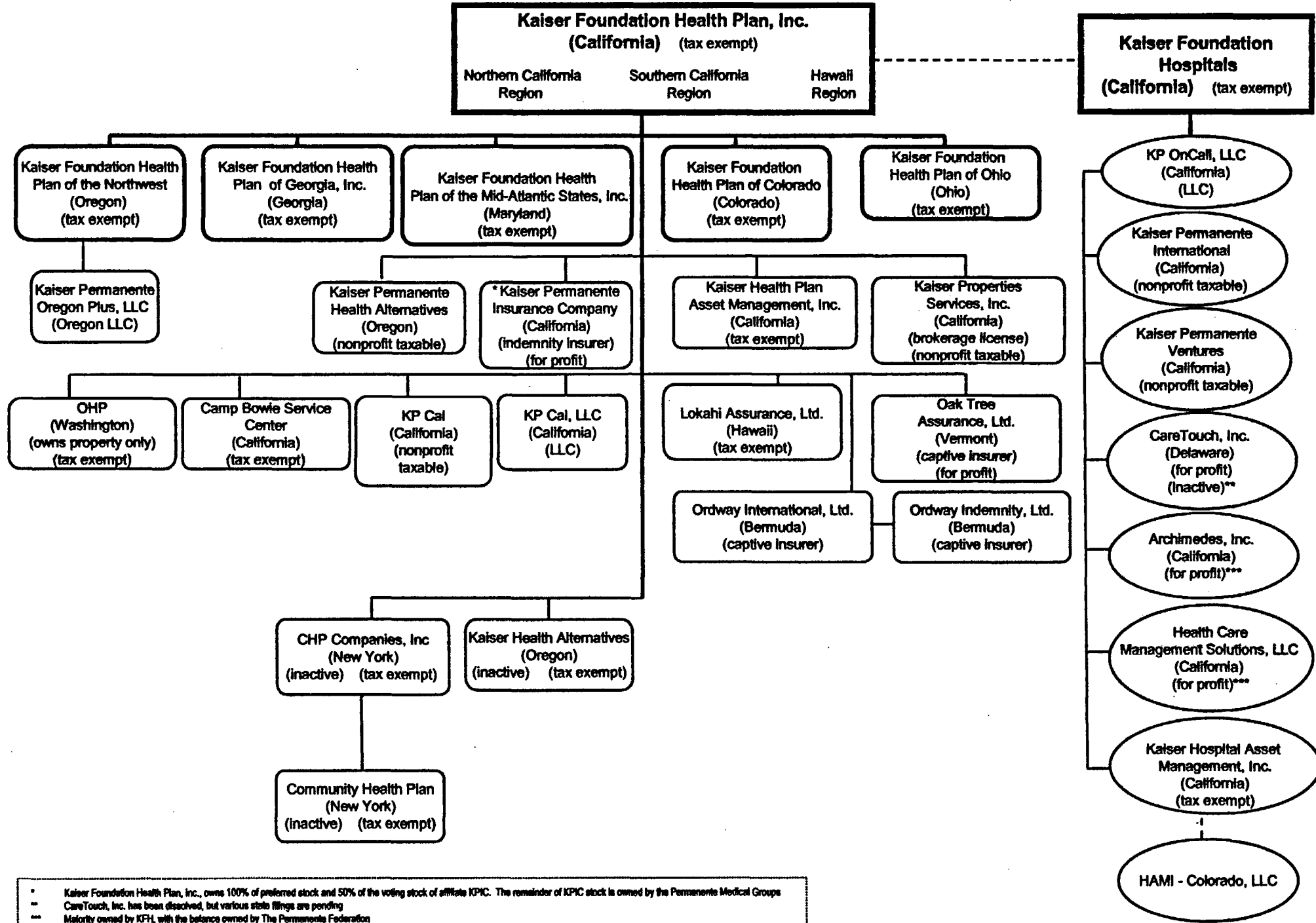
The registration shall remain in force for 10 years, subject to the provisions of Section 8, except that the registration shall expire for failure to file an Application for Renewal under Section 9 of the Trademark Act, 15 U.S.C. Sec. 1059, at the end of each successive 10-year period following the date of registration.

Failure to file the Application for Renewal will result in the expiration of the registration.

NO FURTHER NOTICE OR REMINDER OF THESE REQUIREMENTS WILL BE SENT TO THE REGISTRANT BY THE PATENT AND TRADEMARK OFFICE. IT IS RECOMMENDED THAT THE REGISTRANT CONTACT THE PATENT AND TRADEMARK OFFICE APPROXIMATELY ONE YEAR BEFORE THE EXPIRATION OF THE TIME PERIODS SHOWN ABOVE TO DETERMINE APPROPRIATE REQUIREMENTS AND FEES.

KAISER FOUNDATION HEALTH PLAN, INC. AND KAISER FOUNDATION HOSPITALS

SUBSIDIARIES AND AFFILIATED CORPORATIONS



* Kaiser Foundation Health Plan, Inc., owns 100% of preferred stock and 50% of the voting stock of affiliate KPIC. The remainder of KPIC stock is owned by the Permanente Medical Groups

** CareTouch, Inc. has been dissolved, but various state filings are pending

*** Majority owned by KFH, with the balance owned by The Permanente Federation

KP-EPA000028

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(March 31, 2006)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class of 2007 (three-year term to expire at first regular 2007 Board meeting)

William R. Graber

Director

Kim J. Kaiser

Director

Vacant

Director

Sandra P. Thompson

Director

Class of 2008 (three-year term to expire at first regular 2008 Board meeting)

Christine K. Cassel, MD

Director

Judith A. Johansen

Director

Edward Pei

Director

Cynthia A. Telles, PhD

Director

Class of 2009 (three-year term to expire at first regular 2009 Board meeting)

Thomas W. Chapman, EdD

Director

J. Eugene Grigsby, II, PhD

Director

Phillip A. Marineau

Director

J. Neal Purcell

Director

BOARD COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

J. Neal Purcell, Chair

Thomas W. Chapman, EdD

J. Eugene Grigsby, III, PhD

Judith A. Johansen

Cynthia A. Telles, PhD

FINANCE COMMITTEE

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Phillip A. Marineau

Edward Pei

J. Neal Purcell

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

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Judith A. Johansen

Edward Pei

Sandra P. Thompson

COMPENSATION COMMITTEE

Phillip A. Marineau, Chair

William R. Graber

J. Neal Purcell

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

Daniel P. Garcia

William R. Graber

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Phillip A. Marineau

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Sandra P. Thompson

EXECUTIVE COMMITTEE

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Christine K. Cassel, MD

William R. Graber

Kim J. Kaiser

Phillip A. Marineau

J. Neal Purcell

Cynthia A. Telles, PhD

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

Thomas W. Chapman, EdD

Francis J. Crosson, MD

J. Eugene Grigsby, III, PhD

Kim J. Kaiser

Judith A. Johansen

Sandra P. Thompson

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Kathy Lancaster
Lawrence B. Leisure
Louise Liang, MD
Christine Malcolm
Laurence G. O'Neill
Christine Paige
Arthur M. Southam, MD
Bernard J. Tyson
Robert Walton
Herman M. Well
Larry Wilson
Theodore E. Wise
Steven R. Zatzkin
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Wayne Morris
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Carlos Zaragoza
Victoria B. Zatzkin

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Senior Vice President – Hospital Strategy and National Facilities
Senior Vice President – Human Resources
Senior Vice President – Marketing and Internet Services
Senior Vice President – Product and Market Management
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President – Health Plan Administration
Senior Vice President – Medicare Business
Senior Vice President – Finance
Senior Vice President – Strategy and Product Innovation
Senior Vice President, General Counsel and Secretary
Vice President and Treasurer
Vice President and Controller
Assistant Secretary – California
Assistant Secretary
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Benjamin Chu, MD

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

AREA MANAGERS AND SERVICE AREA MANAGERS

R. Michael Alexander
Deborah Aspling
Terry Austen
Mary Ann Barnes
Terry Belmont

Judy Coffey
Bettie L. Coles
Jane Finley
Corwin Harper
Linda Jensen
Gerald A. McCall
Colleen McKeown

Julie Miller-Phipps

Nathaniel Oubre
Deborah Romer
Susan Ryan
Sandra G. Small
Max Villalobos
Barry Wolfman

Senior Vice President and Area Manager, San Francisco Area
Senior Vice President and Area Manager, North Valley Area
Senior Vice President and Area Manager, San Jose Area
Senior Vice President and Area Manager, Santa Clara Area
Senior Vice President and Area Manager, Inland Empire Service
Area
Senior Vice President and Area Manager, Marin/Sonoma Area
Senior Vice President and Area Manager, East Bay Area
Senior Vice President and Area Manager, Valleys Service Area
Senior Vice President and Area Manager, Central Valley Area
Senior Vice President and Area Manager, San Mateo Area
Senior Vice President and Area Manager, Tri-Central Service Area
Senior Vice President and Area Manager, Greater Southern
Alameda Area
Senior Vice President and Area Manager, Orange County Service
Area
Senior Vice President and Area Manager, San Diego Service Area
Senior Vice President and Area Manager, Napa/Solano Area
Senior Vice President and Area Manager, Fresno Area
Senior Vice President and Area Manager, Diablo Area
Senior Vice President and Area Manager, South Sacramento Area
Senior Vice President and Area Manager, Metro Service Area

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 2005)

DIRECTORS (Fourteen authorized)

Ex Officio Director
George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director
Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD	Director
J. Eugene Grigsby, III	Director
Philip A. Marineau	Director
J. Neal Purcell	Director

Class 2 (three year term to expire at first regular 2007 Board meeting)

Vacant	Director
Robert L. Ridgley	Director
Kim J. Kaiser	Director
William R. Graber	Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD	Director
Cynthia A. Telles, PhD	Director
Hans Tjian	Director
Vacant	Director

BOARD COMMITTEES (as of April 1, 2005)

AUDIT AND COMPLIANCE COMMITTEE

J. Neal Purcell, Chair
Thomas W. Chapman, EdD
J. Eugene Grigsby, III
Robert L. Ridgley
Cynthia A. Telles, PhD

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair
Daniel P. Garcia
William R. Graber
Kim J. Kaiser
Phillip A. Marineau
Hans Tjian

FINANCE COMMITTEE

William R. Graber, Chair
Christine K. Cassel, MD
Daniel P. Garcia
Phillip A. Marineau
J. Neal Purcell
Hans Tjian

EXECUTIVE COMMITTEE

Thomas W. Chapman, EdD, Chair
Christine K. Cassel, MD
William R. Graber
Kim J. Kaiser
Phillip A. Marineau
J. Neal Purcell
Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Kim J. Kaiser, Chair
J. Eugene Grigsby, III
Hans Tjian

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair
Thomas W. Chapman, EdD
Francis J. Crosson, MD
J. Eugene Grigsby, III
Kim J. Kaiser
Robert L. Ridgley

COMPENSATION COMMITTEE

Phillip A. Marineau, Chair
William R. Graber
J. Neal Purcell

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Kathy Lancaster

Lawrence B. Leisure
Louise Liang, MD
Leslie A. Margolin
Laurence G. O'Neill
Arthur M. Southam, MD
Bernard J. Tyson
Robert Walton
Herman M. Well
Theodore E. Wise
Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeyesekere
Carlos Zaragoza
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Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Benjamin Chu, MD

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KP-EPA000033

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(June 30, 2005)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class of 2006 (three-year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD

Director

J. Eugene Grigsby, II, PhD

Director

Philip A. Marineau

Director

J. Neal Purcell

Director

Class of 2007 (three-year term to expire at first regular 2007 Board meeting)

William R. Graber

Director

Kim J. Kaiser

Director

Robert L. Ridgley

Director

Sandra P. Thompson

Director

Class of 2008 (three-year term to expire at first regular 2008 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Hans Tjian, PhD

Director

Vacant

Director

BOARD COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

J. Neal Purcell, Chair

Thomas W. Chapman, EdD

J. Eugene Grigsby, III, PhD

Robert L. Ridgley

Cynthia A. Telles, PhD

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

Daniel P. Garcia

William R. Graber

Kim J. Kaiser

Philip A. Marineau

Sandra P. Thompson

Hans Tjian, PhD

FINANCE COMMITTEE

William R. Graber, Chair

Christine K. Cassel, MD

Daniel P. Garcia

Philip A. Marineau

J. Neal Purcell

Hans Tjian, PhD

EXECUTIVE COMMITTEE

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William R. Graber

Kim J. Kaiser

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J. Neal Purcell

Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Kim J. Kaiser, Chair

J. Eugene Grigsby, III, PhD

Hans Tjian, PhD

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

Thomas W. Chapman, EdD

Francis J. Crosson, MD

J. Eugene Grigsby, III, PhD

Kim J. Kaiser

Robert L. Ridgley

Sandra P. Thompson

COMPENSATION COMMITTEE

Philip A. Marineau, Chair

William R. Graber

J. Neal Purcell

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Kathy Lancaster

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Vice President and Controller
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Assistant Secretary
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Benjamin Chu, MD

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(September 30, 2005)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class of 2006 (three-year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD

Director

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J. Neal Purcell

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Director

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Robert L. Ridgley

Director

Sandra P. Thompkins

Director

Class of 2008 (three-year term to expire at first regular 2008 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Vacant

Director

Vacant

Director

BOARD COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

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Robert L. Ridgley

Cynthia A. Telles, PhD

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

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Kim J. Kaiser

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J. Neal Purcell

Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Kim J. Kaiser, Chair

J. Eugene Grigsby, III, PhD

Sandra P. Thompkins

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

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Francis J. Crosson, MD

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Robert L. Ridgley

Sandra P. Thompkins

COMPENSATION COMMITTEE

Philip A. Marineau, Chair

William R. Graber

J. Neal Purcell

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
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Mitchell J. Goodstein
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Regional President

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(December 31, 2005)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class of 2006 (three-year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD

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Philip A. Marineau

Director

J. Neal Purcell

Director

Class of 2007 (three-year term to expire at first regular 2007 Board meeting)

William R. Graber

Director

Kim J. Kaiser

Director

Robert L. Ridgley

Director (Retired as of 12/31/05)

Sandra P. Thompson

Director

Class of 2008 (three-year term to expire at first regular 2008 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Vacant

Director

Vacant

Director

BOARD COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

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J. Eugene Grigsby, III, PhD

Robert L. Ridgley (Retired as of 12/31/05)

Cynthia A. Telles, PhD

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William R. Graber

Kim J. Kaiser

Phillip A. Marineau

Sandra P. Thompson

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William R. Graber, Chair

Christine K. Cassel, MD

Daniel P. Garcia

Phillip A. Marineau

J. Neal Purcell

EXECUTIVE COMMITTEE

Thomas W. Chapman, EdD, Chair

Christine K. Cassel, MD

William R. Graber

Kim J. Kaiser

Phillip A. Marineau

J. Neal Purcell

Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Kim J. Kaiser, Chair

J. Eugene Grigsby, III, PhD

Sandra P. Thompson

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

Thomas W. Chapman, EdD

Francis J. Crosson, MD

J. Eugene Grigsby, III, PhD

Kim J. Kaiser

Robert L. Ridgley (Retired as of 12/31/05)

Sandra P. Thompson

COMPENSATION COMMITTEE

Phillip A. Marineau, Chair

William R. Graber

J. Neal Purcell

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Kathy Lancaster
Lawrence B. Leisure
Louise Liang, MD
Leslie A. Margolin
Laurence G. O'Neill
Arthur M. Southam, MD
Bernard J. Tyson
Robert Walton
Herman M. Weil
Larry Wilson
Theodore E. Wise
Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
Steven Doshay
Jennifer M. Gardner
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Research and Policy Development, and
Director, Institute for Health Policy
Senior Vice President – Chief Information Officer and Chief
Administrative Officer
Senior Vice President, National Health Plan Manager
Senior Vice President and Chief Compliance Officer
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – Chief Financial Officer
Senior Vice President – Sales and Account Management
Senior Vice President – Quality and Clinical Systems Support
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Brand Strategy and Management
Senior Vice President – Health Plan Administration
Senior Vice President – Medicare Business
Senior Vice President – Finance
Senior Vice President – Strategy and Product Innovation
Senior Vice President, General Counsel and Secretary
Vice President and Treasurer
Vice President and Controller
Assistant Secretary – California
Assistant Secretary
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Benjamin Chu, MD Regional President

HAWAII REGION OFFICERS

Janice L. Head Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 2004)

DIRECTORS (Fourteen authorized)

Ex Officio Director
George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director
Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman
J. Eugene Grigsby
Philip A. Marineau
J. Neal Purcell

Director
Director (effective as of April 1, 2004)
Director (effective as of April 1, 2004)
Director

Class 2 (three year term to expire at first regular 2007 Board meeting)

Barbara Davis Blum
Robert L. Ridgley
Vacant
Vacant

Director
Director
Director
Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD
Cynthia A. Telles, PhD
Vacant
Vacant

Director
Director
Director
Director

BOARD COMMITTEES

AUDIT COMMITTEE

Robert L. Ridgley, Chair
Barbara Davis Blum
Christine K. Cassel, MD
J. Neal Purcell

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair
Daniel P. Garcia
Philip A. Marineau
J. Neal Purcell

FINANCE COMMITTEE

J. Neal Purcell, Chair
Christine K. Cassel, MD
Daniel P. Garcia
Philip A. Marineau
Robert L. Ridgley

EXECUTIVE COMMITTEE

Barbara Davis Blum, Chair
Christine K. Cassel, MD
Thomas W. Chapman, EdD
J. Neal Purcell
Robert L. Ridgley
Cynthia A. Telles (Acting)

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Thomas W. Chapman, EdD, Chair
J. Eugene Grigsby
Cynthia A. Telles, PhD

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Acting Chair
Barbara Davis Blum
Thomas W. Chapman
Francis J. Crosson, MD
J. Eugene Grigsby
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Joseph W. Hummel
Lawrence B. Leisure
Louise Liang, MD
Leslie A. Margolin
Laurence G. O'Neil
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

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Director, Institute for Health Policy
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Administrative Officer
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Senior Vice President – Actuary, Underwriting, and Pricing
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Senior Vice President – Sales and Account Management
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Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
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Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President, General Counsel and Secretary
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(June 30, 2004)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD

Director

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Philip A. Marineau

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J. Neal Purcell

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Barbara Davis Blum

Director

Robert L. Ridgley

Director

Kim J. Kaiser

Director

Vacant

Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Hans Tjian

Director

Vacant

Director

BOARD COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

Robert L. Ridgley, Chair

Barbara Davis Blum

Thomas W. Chapman, EdD

J. Eugene Grigsby, III

J. Neal Purcell

Cynthia A. Telles, PhD

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

Daniel P. Garcia

Kim J. Kaiser

Philip A. Marineau

Hans Tjian

FINANCE COMMITTEE

J. Neal Purcell, Chair

Christine K. Cassel, MD

Daniel P. Garcia

Philip A. Marineau

Hans Tjian

EXECUTIVE COMMITTEE

Barbara Davis Blum, Chair

Christine K. Cassel, MD

Thomas W. Chapman, EdD

J. Neal Purcell

Robert L. Ridgley

Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Thomas W. Chapman, EdD, Chair

J. Eugene Grigsby, III

Kim J. Kaiser

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

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Francis J. Crosson, MD

J. Eugene Grigsby, III

Kim J. Kaiser

Robert L. Ridgley

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Leslie A. Margolin
Laurence G. O'Neil
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
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Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

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Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
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Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Raymond J. Baxter

Acting Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(September 30, 2004)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD

Director

J. Eugene Grigsby, III

Director

Philip A. Marineau

Director

J. Neal Purcell

Director

Class 2 (three year term to expire at first regular 2007 Board meeting)

Barbara Davis Blum

Director

Robert L. Ridgley

Director

Kim J. Kaiser

Director

William R. Graber

Director (effective October 1, 2004)

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Hans Tjian

Director

Vacant

Director

BOARD COMMITTEES (effective October 1, 2004)

AUDIT AND COMPLIANCE COMMITTEE

Robert L. Ridgley, Chair

Barbara Davis Blum

Thomas W. Chapman, EdD

J. Eugene Grigsby, III

J. Neal Purcell

Cynthia A. Telles, PhD

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

Daniel P. Garcia

Kim J. Kaiser

Philip A. Marineau

Hans Tjian

FINANCE COMMITTEE

J. Neal Purcell, Chair

Christine K. Cassel, MD

Daniel P. Garcia

Philip A. Marineau

Hans Tjian

EXECUTIVE COMMITTEE

Thomas W. Chapman, EdD, Chair

Barbara Davis Blum

Christine K. Cassel, MD

Kim J. Kaiser

J. Neal Purcell

Robert L. Ridgley

Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Kim J. Kaiser, Chair

J. Eugene Grigsby, III

Hans Tjian

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

Barbara Davis Blum

Thomas W. Chapman, EdD

Francis J. Crosson, MD

J. Eugene Grigsby, III

Kim J. Kaiser

Robert L. Ridgley

COMPENSATION COMMITTEE

Barbara Davis Blum, Chair

Philip A. Marineau

J. Neal Purcell

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Lawrence B. Leisure
Louise Liang, MD
Leslie A. Margolin
Laurence G. O'Neill
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Chief Financial Officer
Senior Vice President – Research and Policy Development, and
Director, Institute for Health Policy
Senior Vice President – Chief Information Officer and Chief
Administrative Officer
Senior Vice President, National Health Plan Manager
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Senior Vice President – Strategy and Product Innovation
Senior Vice President, General Counsel and Secretary
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Raymond J. Baxter

Acting Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISERFOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(December 31, 2004)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

Thomas W. Chapman, EdD

Director

J. Eugene Grigsby, III

Director

Philip A. Marineau

Director

J. Neal Purcell

Director

Class 2 (three year term to expire at first regular 2007 Board meeting)

Barbara Davis Blum

Director

Robert L. Ridgley

Director

Kim J. Kaiser

Director

William R. Graber

Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Hans Tjian

Director

Vacant

Director

BOARD COMMITTEES

AUDIT AND COMPLIANCE COMMITTEE

Robert L. Ridgley, Chair

Barbara Davis Blum

Thomas W. Chapman, EdD

J. Eugene Grigsby, III

J. Neal Purcell

Cynthia A. Telles, PhD

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

Daniel P. Garcia

Kim J. Kaiser

Philip A. Marineau

Hans Tjian

FINANCE COMMITTEE

J. Neal Purcell, Chair

Christine K. Cassel, MD

Daniel P. Garcia

Philip A. Marineau

Hans Tjian

EXECUTIVE COMMITTEE

Thomas W. Chapman, EdD, Chair

Barbara Davis Blum

Christine K. Cassel, MD

Kim J. Kaiser

J. Neal Purcell

Robert L. Ridgley

Cynthia A. Telles, PhD

GOVERNANCE, ACCOUNTABILITY AND NOMINATING COMMITTEE

Kim J. Kaiser, Chair

J. Eugene Grigsby, III

Hans Tjian

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Chair

Barbara Davis Blum

Thomas W. Chapman, EdD

Francis J. Crosson, MD

J. Eugene Grigsby, III

Kim J. Kaiser

Robert L. Ridgley

COMPENSATION COMMITTEE

Barbara Davis Blum, Chair

Philip A. Marineau

J. Neal Purcell

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Lawrence B. Leisure
Louise Liang, MD
Leslie A. Margolin
Laurence G. O'Neil
Arthur M. Southam, MD
Bernard J. Tyson
Robert Walton
Herman M. Weil
Theodore E. Wise
Steven R. Zarkin
Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zarkin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Chief Financial Officer
Senior Vice President – Research and Policy Development, and
Director, Institute for Health Policy
Senior Vice President – Chief Information Officer and Chief
Administrative Officer
Senior Vice President, National Health Plan Manager
Senior Vice President and Chief Compliance Officer
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Senior Vice President – Quality and Clinical Systems Support
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Brand Strategy and Management
Senior Vice President – Health Plan Administration
Senior Vice President – Medicare Business
Senior Vice President – Strategy and Product Innovation
Senior Vice President, General Counsel and Secretary
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Raymond J. Baxter

Acting Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 2003)

DIRECTORS (Fourteen authorized)

Ex Officio Director
George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director
Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

David R. Andrews
Thomas W. Chapman
Henry M. Kaiser

Director
Director
Director

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara Davis Blum
Dorothy H. Mann, PhD, MPH
Mary E. Reres, EdD
Robert L. Ridgley

Director
Director
Director
Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Dean O. Morton
Vacant
Barry L. Williams

Director
Director
Director

BOARD COMMITTEES

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE

Robert L. Ridgley, Chair
Dorothy H. Mann, PhD, MPH
Barry L. Williams

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Mary E. Reres, EdD, Chair
David R. Andrews
Thomas W. Chapman
George C. Halvorson (non-voting)

FINANCE COMMITTEE

Barbara Davis Blum, Chair
Henry M. Kaiser
Dean O. Morton
Daniel P. Garcia (non-voting)
George C. Halvorson (non-voting)

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Barbara Davis Blum
Mary E. Reres, EdD
Robert L. Ridgley
George C. Halvorson (non-voting)

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Louise Liang, MD

Leslie A. Margolin
Kirk E. Miller
Laurence G. O'Neill
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatkin

Thomas R. Meler
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatkin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Finance and Chief Financial Officer
Senior Vice President – Research, Planning, and Policy
Development
Senior Vice President – Systems and Administration and Chief
Administrative Officer
Senior Vice President and Health Plan Manager
Senior Vice President and Chief Compliance Officer
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance
Senior Vice President – Quality and Automated Medical Record
Rollout
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President, General Counsel, and Secretary
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Communications and External Relations
Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President – Government Relations and Permanent
Partnership Support
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova Regional President

HAWAII REGION OFFICERS

Janice L. Head Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(June 30, 2003)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

David R. Andrews

Director

Thomas W. Chapman

Director

Henry M. Kaiser

Director

J. Neal Purcell

Director (effective July 1, 2003)

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara Davis Blum

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Vacant

Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Barry L. Williams

Director

Vacant

Director

BOARD COMMITTEES

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE

Robert L. Ridgley, Chair

Barbara Davis Blum

Henry M. Kaiser

Barry Lawson Williams

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

David R. Andrews

Thomas W. Chapman, EdD

Mary E. Reres, EdD

Cynthia A. Telles, PhD

George C. Halvorson (non-voting)

FINANCE COMMITTEE

Robert L. Ridgely, Chair

Barbara Davis Blum

Henry M. Kaiser

Barry Lawson Williams

Daniel P. Garcia (non-voting)

George C. Halvorson (non-voting)

EXECUTIVE COMMITTEE

Barbara Davis Blum, Chair

Christine K. Cassel, MD

Mary E. Reres, EdD

Robert L. Ridgley

George C. Halvorson (non-voting)

COMMUNITY BENEFIT COMMITTEE

Mary E. Reres, EdD, Chair

David R. Andrews

Christine K. Cassel, MD

Thomas W. Chapman, EdD

Cynthia A. Telles, PhD

George C. Halvorson (non-voting)

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
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Wayne Morris
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Carlos Zaragoza
Victoria B. Zatzkin

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Development

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Senior Vice President and Health Plan Manager

Senior Vice President and Chief Compliance Officer

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Senior Vice President – Finance

Senior Vice President – Quality and Automated Medical Record
Rollout

Senior Vice President – Health Plan and Hospital Operations

Senior Vice President, General Counsel, and Secretary

Senior Vice President – Human Resources

Senior Vice President – Product and Market Management

Senior Vice President – Communications and External Relations

Senior Vice President and Health Plan Manager

Senior Vice President – Strategy and Product Innovation

Senior Vice President – Government Relations and Permanent
Partnership Support

Vice President and Treasurer

Vice President and Controller

Assistant Secretary

Assistant Secretary – California

Assistant Secretary

Assistant Secretary – California

Assistant Secretary

Assistant Secretary – Southern California

Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
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DIRECTORS, COMMITTEES AND OFFICERS
(September 30, 2003)

DIRECTORS (Fourteen authorized)

Ex Officio Director
George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and
President

Designated Director
Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
J. Neal Purcell	Director

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara Davis Blum	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
Vacant	Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD	Director
Cynthia A. Telles, PhD	Director
Barry L. Williams	Director
Vacant	Director

BOARD COMMITTEES

AUDIT COMMITTEE

Robert L. Ridgely, Chair
Barbara Davis Blum
Thomas W. Chapman, EdD
Henry M. Kaiser
Barry Lawson Williams

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Christine K. Cassel, MD, Chair
David R. Andrews
J. Neal Purcell
Mary E. Reres, EdD
Cynthia A. Telles, PhD
George C. Halvorson (non-voting)

FINANCE COMMITTEE

Robert L. Ridgely, Chair
Barbara Davis Blum
Thomas W. Chapman, EdD
Henry M. Kaiser
Barry Lawson Williams
Daniel P. Garcia (non-voting)
George C. Halvorson (non-voting)

EXECUTIVE COMMITTEE

Barbara Davis Blum, Chair
Christine K. Cassel, MD
Thomas W. Chapman, EdD
Mary E. Reres, EdD
Robert L. Ridgely
George C. Halvorson (non-voting)

GOVERNANCE AND NOMINATING COMMITTEE

Thomas W. Chapman, EdD, Chair
Barbara Davis Blum
Henry M. Kaiser
Robert L. Ridgely
Barry Lawson Williams

COMMUNITY BENEFIT COMMITTEE

Mary E. Reres, EdD, Chair
David R. Andrews
Christine K. Cassel, MD
J. Neal Purcell
Cynthia A. Telles, PhD
George C. Halvorson (non-voting)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Louise Liang, MD

Leslie A. Margolin
Laurence G. O'Neil
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatklin

Thomas R. Meier
Deborah Stokes
Vacant
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatklin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Finance and Chief Financial Officer
Senior Vice President – Research, Planning, and Policy
Development
Senior Vice President – Systems and Administration and Chief
Administrative Officer
Senior Vice President and Health Plan Manager
Senior Vice President and Chief Compliance Officer
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance
Senior Vice President – Quality and Automated Medical Record
Rollout
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Communications and External Relations
Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President – Government Relations and Permanent
Partnership Support and Acting General Counsel
Vice President and Treasurer
Vice President and Controller
Secretary
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(December 31, 2003)

DIRECTORS (Fourteen authorized)

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director

Class 1 (three year term to expire at first regular 2006 Board meeting)

David R. Andrews

Director (retiring as of February 15, 2004)

Thomas W. Chapman

Director

Henry M. Kaiser

Director

J. Neal Purcell

Director

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara Davis Blum

Director

Vacant

Director

Robert L. Ridgley

Director

Vacant

Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Christine K. Cassel, MD

Director

Cynthia A. Telles, PhD

Director

Barry L. Williams

Director

Vacant

Director

BOARD COMMITTEES

AUDIT COMMITTEE

Robert L. Ridgley, Chair

Barbara Davis Blum

Christine K. Cassel, MD

Henry M. Kaiser

J. Neal Purcell

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Christine K. Cassel, MD, Chair

Henry M. Kaiser

J. Neal Purcell

Barry Lawson Williams

Daniel P. Garcia (non-voting)

George C. Halvorson (non-voting)

FINANCE COMMITTEE

J. Neal Purcell, Chair

Christine K. Cassel, MD

Robert L. Ridgley

Barry Lawson Williams

Daniel P. Garcia (non-voting)

George C. Halvorson (non-voting)

EXECUTIVE COMMITTEE

Barbara Davis Blum, Chair

Christine K. Cassel, MD

Thomas W. Chapman, EdD

J. Neal Purcell

Robert L. Ridgley

GOVERNANCE AND NOMINATING COMMITTEE

Thomas W. Chapman, EdD, Chair

Henry M. Kaiser

Cynthia A. Telles, PhD

COMMUNITY BENEFIT COMMITTEE

Cynthia A. Telles, PhD, Acting Chair

Barbara Davis Blum

Thomas W. Chapman

Francis J. Crosson, MD

Robert L. Ridgley

George C. Halvorson (non-voting)

KP-EPA000054

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Louise Liang, MD

Leslie A. Margolin
Laurence G. O'Neil
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatkan

Thomas R. Meier
Deborah Stokes
Vacant
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatkan

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Finance and Chief Financial Officer
Senior Vice President – Research, Planning, and Policy Development
Senior Vice President – Systems and Administration and Chief Administrative Officer
Senior Vice President and Health Plan Manager
Senior Vice President and Chief Compliance Officer
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance
Senior Vice President – Quality and Automated Medical Record Rollout
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Communications and External Relations
Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President – Government Relations and Permanent Partnership Support and Acting General Counsel
Vice President and Treasurer
Vice President and Controller
Secretary
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 2002)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
 <u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer (through April 30, 2002)
George C. Halvorson	Director, Chairman of the Board and Chief Executive Officer (effective May 1, 2002)
 <u>Designated Director</u>	
L. Dale Crandall	Director
 <i>Class 1 (three year term to expire at first regular 2003 Board meeting)</i>	
David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
David M. Lawrence, MD	Director (effective May 1, 2002)
 <i>Class 2 (three year term to expire at first regular 2004 Board meeting)</i>	
Barbara D. Blum	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
 <i>Class 3 (three year term to expire at first regular 2005 Board meeting)</i>	
Daniel P. Garcia	Director
Dean O. Morton	Director
Edward E. Penhoet	Director
Barry L. Williams	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Barbara D. Blum
Barry L. Williams

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
David R. Andrews
Thomas W. Chapman
Dorothy H. Mann, PhD, MPH

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton
Edward E. Penhoet

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD	Chairman of the Board and Chief Executive Officer (through April 30, 2002)
George C. Halvorson	Chairman of the Board and Chief Executive Officer (effective May 1, 2002)
L. Dale Crandall	President
Daniel P. Garcia	Chief Compliance Officer
Raymond J. Baxter	Executive Vice President – Community Benefit
William A. Gillespie, MD	Executive Vice President – Quality Management and Clinical Information Development
Richard R. Pettingill	Executive Vice President and President, California Division
Arthur M. Southam, MD	Executive Vice President – Health Plan Operations
Bernard J. Tyson	Group President – Regions Outside California
Lynn E. Abraham	Senior Vice President – Business Development, Regions Outside California
Robert E. Briggs	Senior Vice President and Chief Financial Officer
Robert M. Crane	Senior Vice President and Director of the Health Policy Institute
J. Clifford Dodd	Senior Vice President and Chief Information Officer
Mitchell J. Goodstein	Senior Vice President – Pricing and Products
Joseph W. Hummel	Senior Vice President – National Purchasing and Distribution
Kendall D. Hunter	Senior Vice President – Finance, Regions Outside California
Kirk E. Miller	Senior Vice President, General Counsel and Secretary
Patricia B. Siegel, RN	Senior Vice President and Director for Care and Services Quality
Herman M. Weil	Senior Vice President – Planning and Analysis, Regions Outside California
Steven R. Zatzkin	Senior Vice President – Government Relations
Thomas R. Meier	Vice President and Treasurer
Deborah Stokes	Vice President and Controller
Carol H. Cox	Assistant Secretary
Steven Doshay	Assistant Secretary – California
Judith M. Mears	Assistant Secretary
Wayne Morris	Assistant Secretary – California
Indrajit Obeysekere	Assistant Secretary
Carlos Zaragoza	Assistant Secretary – Southern California
Victoria B. Zatzkin	Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill	President, California Division
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HAWAII REGION OFFICERS

Bruce Behnke	Regional President
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KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(June 30, 2002)

DIRECTORS (Fourteen authorized)

David M. Lawrence, MD	Chairman Emeritus
<u>Ex Officio Director</u> George C. Halvorson	Director, Chairman of the Board, Chief Executive Officer and President
<u>Designated Director</u> Vacant	Director
<i>Class 1 (three year term to expire at first regular 2003 Board meeting)</i>	
David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
<i>Class 2 (three year term to expire at first regular 2004 Board meeting)</i>	
Barbara D. Blum	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<i>Class 3 (three year term to expire at first regular 2005 Board meeting)</i>	
Daniel P. Garcia	Director
Dean O. Morton	Director
Edward E. Penhoet	Director
Barry L. Williams	Director

BOARD COMMITTEES

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE

Robert L. Ridgley, Chair
Barbara D. Blum
Barry L. Williams

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Mary E. Reres, EdD, Chair
David R. Andrews
Thomas W. Chapman
Dorothy H. Mann, PhD, MPH

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton
Edward E. Penhoet

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Daniel P. Garcia
Lynn E. Abraham
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Louise Liang, MD

Leslie A. Margolin
Kirk E. Miller
Laurence G. O'Neil
Patricia B. Siegel, RN
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatzkin

Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

Chairman of the Board, Chief Executive Officer, and President
Chief Compliance Officer
Senior Vice President and Health Plan Manager
Senior Vice President – Community Benefit
Senior Vice President – Finance and Chief Financial Officer
Senior Vice President – Research, Planning, and Policy
Development

Senior Vice President – Systems and Administration and Chief
Administrative Officer

Senior Vice President and Health Plan Manager
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance (ROC)
Senior Vice President – Quality and Automated Medical Record
Rollout

Senior Vice President – Health Plan and Hospital Operations
Senior Vice President, General Counsel, and Secretary
Senior Vice President – Human Resources
Senior Vice President and Director for Care and Services Quality
Senior Vice President – Product and Market Management
Senior Vice President – Communications and External Relations
Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President – Government Relations and Permanent
Partnership Support

Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(September 30, 2002)

DIRECTORS (Fourteen authorized)

David M. Lawrence, MD

Chairman Emeritus

Ex Officio Director

George C. Halvorson

Director, Chairman of the Board, Chief Executive Officer and President

Designated Director

Daniel P. Garcia

Director (as of 10/1/02)

Class 1 (three year term to expire at first regular 2003 Board meeting)

David R. Andrews

Director

Thomas W. Chapman

Director

Henry M. Kaiser

Director

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara D. Blum

Director

Dorothy H. Mann, PhD, MPH

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 2005 Board meeting)

Dean O. Morton

Director

Edward E. Penhoet

Director

Barry L. Williams

Director

BOARD COMMITTEES

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE

Robert L. Ridgley, Chair

Dorothy H. Mann, PhD, MPH

Barry L. Williams

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Mary E. Reres, EdD, Chair

David R. Andrews

Thomas W. Chapman

George C. Halvorson (non-voting)

FINANCE COMMITTEE

Barbara D. Blum, Chair

Henry M. Kaiser

Dean O. Morton

Edward E. Penhoet

Daniel P. Garcia (non-voting)

George C. Halvorson (non-voting)

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Barbara D. Blum

Mary E. Reres, EdD

Robert L. Ridgley

George C. Halvorson (non-voting)

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Daniel P. Garcia
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Louise Liang, MD

Leslie A. Margolin
Kirk E. Miller
Laurence G. O'Neill
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatklin

Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatklin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President and Chief Compliance Officer
Senior Vice President – Community Benefit
Senior Vice President – Finance and Chief Financial Officer
Senior Vice President – Research, Planning, and Policy Development
Senior Vice President – Systems and Administration and Chief Administrative Officer
Senior Vice President and Health Plan Manager
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance (ROC)
Senior Vice President – Quality and Automated Medical Record Rollout
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President, General Counsel, and Secretary
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Communications and External Relations
Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President – Government Relations and Permanent Partnership Support
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(December 31, 2002)

DIRECTORS (Fourteen authorized)

David M. Lawrence, MD	Chairman Emeritus
<u>Ex Officio Director</u> George C. Halvorson	Director, Chairman of the Board, Chief Executive Officer and President
<u>Designated Director</u> Daniel P. Garcia	Director
<i>Class 1 (three year term to expire at first regular 2003 Board meeting)</i>	
David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
<i>Class 2 (three year term to expire at first regular 2004 Board meeting)</i>	
Barbara D. Blum	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<i>Class 3 (three year term to expire at first regular 2005 Board meeting)</i>	
Dean O. Morton	Director
Edward E. Penhoet	Director
Barry L. Williams	Director

BOARD COMMITTEES

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE

Robert L. Ridgley, Chair
Dorothy H. Mann, PhD, MPH
Barry L. Williams

QUALITY AND HEALTH IMPROVEMENT COMMITTEE

Mary E. Reres, EdD, Chair
David R. Andrews
Thomas W. Chapman
George C. Halvorson (non-voting)

FINANCE COMMITTEE

Barbara D. Blum, Chair
Henry M. Kaiser
Dean O. Morton
Edward E. Penhoet
Daniel P. Garcia (non-voting)
George C. Halvorson (non-voting)

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Barbara D. Blum
Mary E. Reres, EdD
Robert L. Ridgley
George C. Halvorson (non-voting)

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

George C. Halvorson
Raymond J. Baxter
Robert E. Briggs
Robert M. Crane

J. Clifford Dodd

Jerry C. Fleming
Daniel P. Garcia
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Louise Liang, MD

Leslie A. Margolin
Kirk E. Miller
Laurence G. O'Neil
Arthur M. Southam, MD
Bernard J. Tyson
Herman M. Weil
Theodore E. Wise
Steven R. Zatzkin

Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

Chairman of the Board, Chief Executive Officer, and President
Senior Vice President – Community Benefit
Senior Vice President – Finance and Chief Financial Officer
Senior Vice President – Research, Planning, and Policy Development
Senior Vice President – Systems and Administration and Chief Administrative Officer
Senior Vice President and Health Plan Manager
Senior Vice President and Chief Compliance Officer
Senior Vice President – Actuary, Underwriting, and Pricing
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance
Senior Vice President – Quality and Automated Medical Record Rollout
Senior Vice President – Health Plan and Hospital Operations
Senior Vice President, General Counsel, and Secretary
Senior Vice President – Human Resources
Senior Vice President – Product and Market Management
Senior Vice President – Communications and External Relations
Senior Vice President and Health Plan Manager
Senior Vice President – Strategy and Product Innovation
Senior Vice President – Government Relations and Permanent Partnership Support
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

NORTHERN CALIFORNIA REGION OFFICERS

Mary Ann Thode

Regional President

SOUTHERN CALIFORNIA REGION OFFICERS

Richard D. Cordova

Regional President

HAWAII REGION OFFICERS

Janice L. Head

Regional President (as of 1/1/03)

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(March 31, 2001)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, MD

Director, Chairman of the Board and Chief Executive Officer

Designated Director

L. Dale Crandall

Director

Class 1 (three year term to expire at first regular 2003 Board meeting)

David R. Andrews

Director

Thomas W. Chapman

Director

Henry M. Kaiser

Director

Chang-Lin Tien

Director

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara D. Blum

Director

Dorothy H. Mann, PhD, MPH

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 2002 Board meeting)

Daniel P. Garcia

Director

Dean O. Morton

Director

Edward E. Penhoet

Director

Barry L. Williams

Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair

Thomas W. Chapman

Chang-Lin Tien

Barry L. Williams

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair

David R. Andrews

Dorothy H. Mann, PhD, MPH

Edward E. Penhoet

FINANCE COMMITTEE

Daniel P. Garcia, Chair

Barbara D. Blum

Henry M. Kaiser

Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Daniel P. Garcia

Mary E. Reres, EdD

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
William A. Gillespie, MD

Richard R. Pettingill
Vacant
Lynn E. Abraham

Robert M. Crane
Mitchell J. Goodstein

Joseph W. Hummel
Kendall D. Hunter
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Bernard J. Tyson
Herman M. Weil

Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
President

Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Regions Outside
California

Executive Vice President and President, California Division
Senior Vice President and Chief Financial Officer

Senior Vice President – Business Development, Regions Outside
California

Senior Vice President and Director of the Health Policy Institute
Senior Vice President – Pricing, Risk Management and Products,
Regions Outside California

Senior Vice President – National Purchasing and Distribution

Senior Vice President – Finance, Regions Outside California

Senior Vice President – Workforce Development

Senior Vice President, General Counsel and Secretary

Senior Vice President and Director for Care and Services Quality

Senior Vice President and Chief Information Officer

Senior Vice President

Senior Vice President – Planning and Analysis, Regions Outside
California

Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Steven Doshay, California
Kathleen A. Eldridge
Judith M. Mears
Wayne Morris, California
Carlos Zaragoza, Southern California
Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(June 30, 2001)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, MD

Director, Chairman of the Board and Chief Executive Officer

Designated Director

L. Dale Crandall

Director

Class 1 (three year term to expire at first regular 2003 Board meeting)

David R. Andrews

Director

Thomas W. Chapman

Director

Henry M. Kaiser

Director

Chang-Lin Tien

Director

Class 2 (three year term to expire at first regular 2004 Board meeting)

Barbara D. Blum

Director

Dorothy H. Mann, PhD, MPH

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 2002 Board meeting)

Daniel P. Garcia

Director

Dean O. Morton

Director

Edward E. Penhoet

Director

Barry L. Williams

Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair

Thomas W. Chapman

Chang-Lin Tien

Barry L. Williams

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair

David R. Andrews

Dorothy H. Mann, PhD, MPH

Edward E. Penhoet

FINANCE COMMITTEE

Daniel P. Garcia, Chair

Barbara D. Blum

Henry M. Kaiser

Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Daniel P. Garcia

Mary E. Reres, EdD

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
William A. Gillespie, MD
Richard R. Pettingill
Arthur Southam, MD
Vacant
Lynn E. Abraham

Robert M. Crane
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Bernard J. Tyson
Herman M. Weil

Steven R. Zatkan

Chairman of the Board and Chief Executive Officer
President
Executive Vice President – Quality Management
Executive Vice President and President, California Division
Executive Vice President – Health Care Operations
Senior Vice President and Chief Financial Officer
Senior Vice President – Business Development, Regions Outside California
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – Pricing and Products
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance, Regions Outside California
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Group President – Regions Outside California
Senior Vice President – Planning and Analysis, Regions Outside California
Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Steven Doshay, California
Kathleen A. Eldridge
Judith M. Mears
Wayne Morris, California
Carlos Zaragoza, Southern California
Victoria B. Zatkan

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(October 31, 2001)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> L. Dale Crandall	Director
<i>Class 1 (three year term to expire at first regular 2003 Board meeting)</i>	
David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
<i>Class 2 (three year term to expire at first regular 2004 Board meeting)</i>	
Barbara D. Blum	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<i>Class 3 (three year term to expire at first regular 2002 Board meeting)</i>	
Daniel P. Garcia	Director
Dean O. Morton	Director
Edward E. Penhoet	Director
Barry L. Williams	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien
Barry L. Williams

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Barbara D. Blum
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
David R. Andrews
Dorothy H. Mann, PhD, MPH
Edward E. Penhoet

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
William A. Gillespie, MD

Richard R. Pettingill
Arthur M. Southam, MD
Bernard J. Tyson
Vacant
Lynn E. Abraham

Robert M. Crane
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Herman M. Weil

Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President – Quality Management and Clinical
Information Development
Executive Vice President and President, California Division
Executive Vice President – Health Plan Operations
Group President – Regions Outside California
Senior Vice President and Chief Financial Officer
Senior Vice President – Business Development, Regions Outside
California
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – Pricing and Products
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance, Regions Outside California
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President – Planning and Analysis, Regions Outside
California
Senior Vice President – Government Relations
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(December 31, 2001)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u>	
L. Dale Crandall	Director
<i>Class 1 (three year term to expire at first regular 2003 Board meeting)</i>	
David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
<i>Class 2 (three year term to expire at first regular 2004 Board meeting)</i>	
Barbara D. Blum	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<i>Class 3 (three year term to expire at first regular 2002 Board meeting)</i>	
Daniel P. Garcia	Director
Dean O. Morton	Director
Edward E. Penhoet	Director
Barry L. Williams	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien
Barry L. Williams

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Barbara D. Blum
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
David R. Andrews
Dorothy H. Mann, PhD, MPH
Edward E. Penhoet

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
William A. Gillespie, MD

Richard R. Pettingill
Arthur M. Southam, MD
Bernard J. Tyson
Lynn E. Abraham

Robert Briggs
Robert M. Crane
Mitchell J. Goodstein
Joseph W. Hummel
Kendall D. Hunter
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Herman M. Weil

Steven R. Zatzkin
Thomas R. Meier
Deborah Stokes
Carol H. Cox
Steven Doshay
Judith M. Mears
Wayne Morris
Indrajit Obeysekere
Carlos Zaragoza
Victoria B. Zatzkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President – Quality Management and Clinical
Information Development
Executive Vice President and President, California Division
Executive Vice President – Health Plan Operations
Group President – Regions Outside California
Senior Vice President – Business Development, Regions Outside
California
Senior Vice President and Chief Financial Officer
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – Pricing and Products
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance, Regions Outside California
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President – Planning and Analysis, Regions Outside
California
Senior Vice President – Government Relations
Vice President and Treasurer
Vice President and Controller
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – California
Assistant Secretary
Assistant Secretary – Southern California
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 2000)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Vacant	Director
<u>Class 1 (three year term to expire at first regular 2003 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
<u>Class 2 (three year term to expire at first regular 2001 Board meeting)</u>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<u>Class 3 (three year term to expire at first regular 2002 Board meeting)</u>	
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
Dorothy H. Mann, PhD, MPH

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
Vacant
William A. Gillespie, MD

Richard R. Pettingill

Lynn E. Abraham

Robert M. Crane
Joseph W. Hummel
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Bernard J. Tyson
Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President and Chief Financial Officer
Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Regions Outside
California
Executive Vice President – Human Resources, and President,
California Division
Senior Vice President – Business Development, Regions Outside
California
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President
Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Kathleen A. Eldridge
Judith M. Mears
Wayne Morris
Carlos Zaragoza, Southern California
Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(June 30, 2000)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Vacant	Director
<i>Class 1 (three year term to expire at first regular 2003 Board meeting)</i>	
David R. Andrews	Director
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
<i>Class 2 (three year term to expire at first regular 2001 Board meeting)</i>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<i>Class 3 (three year term to expire at first regular 2002 Board meeting)</i>	
Daniel P. Garcia	Director
Dean O. Morton	Director
Edward E. Penhoet	Director (effective 8/1/00)

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
David R. Andrews
Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
Vacant
William A. Gillespie, MD

Richard R. Pettingill

Lynn E. Abraham

Robert M. Crane
Joseph W. Hummel
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Bernard J. Tyson
Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President and Chief Financial Officer
Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Regions Outside
California
Executive Vice President – Human Resources, and President,
California Division
Senior Vice President – Business Development, Regions Outside
California
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President
Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Steven Doshay, California
Kathleen A. Eldridge
Judith M. Mears
Wayne Morris, California
Carlos Zaragoza, Southern California
Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(September 30, 2000)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, MD

Director, Chairman of the Board and Chief Executive Officer

Designated Director

Vacant

Director

Class 1 (three year term to expire at first regular 2003 Board meeting)

David R. Andrews

Director

Thomas W. Chapman

Director

Henry M. Kaiser

Director

Chang-Lin Tien

Director

Class 2 (three year term to expire at first regular 2001 Board meeting)

L. Dale Crandall

Director

Dorothy H. Mann, PhD, MPH

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 2002 Board meeting)

Daniel P. Garcia

Director

Dean O. Morton

Director

Edward E. Penhoet

Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair

Thomas W. Chapman

Chang-Lin Tien

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair

David R. Andrews

Dorothy H. Mann, PhD, MPH

FINANCE COMMITTEE

Daniel P. Garcia, Chair

Henry M. Kaiser

Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Daniel P. Garcia

Mary E. Reres, EdD

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
Vacant
William A. Gillespie, MD

Richard R. Pettingill

Lynn E. Abraham

Robert M. Crane
Joseph W. Hummel
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Bernard J. Tyson
Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President and Chief Financial Officer
Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Regions Outside
California
Executive Vice President – Human Resources, and President,
California Division
Senior Vice President – Business Development, Regions Outside
California
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President
Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Steven Doshay, California
Kathleen A. Eldridge
Judith M. Mears
Wayne Morris, California
Carlos Zaragoza, Southern California
Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(December 31, 2000)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, MD

Director, Chairman of the Board and Chief Executive Officer

Designated Director

L. Dale Crandall

Director

Class 1 (three year term to expire at first regular 2003 Board meeting)

David R. Andrews

Director

Thomas W. Chapman

Director

Henry M. Kaiser

Director

Chang-Lin Tien

Director

Class 2 (three year term to expire at first regular 2001 Board meeting)

Barbara D. Blum

Director

Dorothy H. Mann, PhD, MPH

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 2002 Board meeting)

Daniel P. Garcia

Director

Dean O. Morton

Director

Edward E. Penhoet

Director

Barry L. Williams

Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair

Thomas W. Chapman

Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair

Henry M. Kaiser

Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair

David R. Andrews

Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Daniel P. Garcia

Mary E. Reres, EdD

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall
Vacant
William A. Gillespie, MD

Richard R. Pettingill

Lynn E. Abraham

Robert M. Crane
Joseph W. Hummel
Kendall D. Hunter
Leslie A. Margolin
Kirk E. Miller
Patricia B. Siegel, RN
Timothy E. Sullivan
Bernard J. Tyson
Herman M. Weil

Steven R. Zatkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President and Chief Financial Officer
Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Regions Outside
California
Executive Vice President – Human Resources, and President,
California Division
Senior Vice President – Business Development, Regions Outside
California
Senior Vice President and Director of the Health Policy Institute
Senior Vice President – National Purchasing and Distribution
Senior Vice President – Finance, Regions Outside California
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President
Senior Vice President – Planning and Analysis, Regions Outside
California
Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Steven Doshay, California
Kathleen A. Eldridge
Judith M. Mears
Wayne Morris, California
Carlos Zaragoza, Southern California
Victoria B. Zatkin

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 1999)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u>	
Richard G. Barnaby	Director and President
 <i>Class 1 (three year term to expire at first regular 2000 Board meeting)</i>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
 <i>Class 2 (three year term to expire at first regular 2001 Board meeting)</i>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
 <i>Class 3 (three year term to expire at first regular 2002 Board meeting)</i>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
William H. Foege, MD
Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
L. Dale Crandall

William A. Gillespie, MD

Richard R. Pettingill

Kathleen S. Swenson
Joyce M. Berger
Robert M. Crane
Gary G. Fernandez
Michael H. Katcher
James A. Lane
Kirk E. Miller
Philip M. Nudelman

Patricia B. Siegel, RN
Timothy E. Sullivan
Steven R. Zatzkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Susan J. Baldwin
Marguerite M. Callaway
Ellen D. Canter
Sharon E. Conrow
Kip C. Edwards

Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Richard B. Froh
Thomas M. Heller
Peter J. Hohl
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maiba
Allan I. Mann
Judith M. Mears

Teresa L. Mullett
Janice K. Murphy
Sally J. Newton

Chairman of the Board and Chief Executive Officer
President

Executive Vice President – Finance and Administration and Chief
Financial Officer

Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Divisions Outside
California

Executive Vice President – Human Resources, and President,
California Division

Executive Vice President and Chief Marketing Officer

Senior Vice President

Senior Vice President and Chief Administrative Officer

Senior Vice President – Labor/Management Partnerships

Senior Vice President – Medicare

Senior Vice President

Senior Vice President, General Counsel and Secretary

Senior Vice President and Senior Advisor to the Chairman for
Public Policy and External Relations

Senior Vice President and Director for Care and Services Quality

Senior Vice President and Chief Information Officer

Senior Vice President – Government Relations

Vice President – Brand Management

Vice President – Health Policy

Vice President and Assistant General Counsel

Vice President – Performance and Strategic Analysis

Vice President – National Accounts

Vice President and Managing Director – Consulting Services

Vice President – Benefits and Human Resources Administration

Vice President – Quality

Vice President and General Manager – Kaiser Permanente
Consulting and Business Services

Vice President and Director – Technology Planning

Vice President

Vice President – Financial and Administrative Systems
Development

Vice President – National IT Operations

Vice President

Vice President – National Facilities Services

Vice President – Alliances and Acquisitions

Vice President and Director – National Clinical Systems
Development

Vice President – Diversity

Vice President – Internal Audit

Vice President – Public Affairs and Communications

Vice President, Assistant General Counsel and Assistant
Secretary

Vice President and Chief Legal and Regulatory Compliance Officer

Vice President and Treasurer

Vice President – National Labor Relations

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS (con't)

Nathaniel L. Oubre
John A. Price
Robert A. Promm
Robert H. Sachs
Ronald C. Wacker
John M. Yamamoto
Patricia A. Burgess
Carol H. Cox
Kathleen A. Eldridge
Victoria B. Zatzkin

Vice President – Shared Business Services
Vice President – Actuarial Services and Pricing
Vice President and Controller
Vice President – Leadership and Organizational Development
Vice President – Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill
Kenneth F. Colling

Richard D. Cordova

Jerry C. Fleming
Joseph W. Hummel

Sarah Krevans

Deborah M. Lee-Eddie

Leslie A. Margolin
Gerald A. McCall
Patricia B. Siegel, RN

Sandra G. Small

Mary Ann Thode

Helen M. Wilmot
Joann Zimmerman, RN, MS

Kathleen A. Blackburn
Al Carver
Edward S. Glavis

Janice L. Head

Jack H. Hudes
Philip J. Jensen
Linda H. Lewis
Denise O. Miller

William E. Rose

President – California Division
Senior Vice President and Service Area Manager, San Diego Service Area
Senior Vice President and Chief Operating Officer, Southern California
Senior Vice President and Chief Administrative Officer
Senior Vice President and Service Area Manager, Metro Service Area
Senior Vice President and Service Area Manager, Sacramento Valley Service Area
Senior Vice President and Service Area Manager, Valley Service Area
Senior Vice President – Workforce Development
Senior Vice President and Service Area Manager, Inland Empire
Senior Vice President – Member Services, Quality, and Regulatory Affairs
Senior Vice President and Service Area Manager, Northeast Bay Service Area
Senior Vice President and Chief Operating Officer, Northern California
Senior Vice President and Chief Turnaround Officer
Senior Vice President and Service Area Manager, South Bay Service Area
Vice President – Public Affairs
Vice President – Pharmacy
Vice President and Service Area Manager, Fresno Valley Service Area
Vice President and Service Area Manager, Orange County Service Area
Vice President – Marketing and Sales
Vice President – Finance
Vice President – Strategic Change
Vice President and Director, California Division Information Technology
Vice President

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

CALIFORNIA DIVISION OFFICERS (con't)

Arthur B. Rosenfeld

Vice President, California Division Counsel and Assistant Secretary

Deborah Stokes

Vice President – Financial Planning and Analysis

James H. Waller

Vice President – Special Accounts

Thomas J. Williamson

Vice President – Human Resources

Carlos Zaragoza

Assistant Secretary, Southern California

HAWAII MARKET OFFICERS

Bruce Behnke

Senior Vice President and Executive Director, Hawaii
Controller

Arnold Y. Matsunobu

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(June 30, 1999)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
 <u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
 <u>Designated Director</u>	
Richard G. Barnaby	Director and President
 <u>Class 1 (three year term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
 <u>Class 2 (three year term to expire at first regular 2001 Board meeting)</u>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
 <u>Class 3 (three year term to expire at first regular 2002 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
William H. Foege, MD
Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
L. Dale Crandall

William A. Gillespie, MD

Richard R. Pettingill

Kathleen S. Swenson
Kathryn A. Paul
Bernard J. Tyson
Robert M. Crane
Michael H. Katcher
Leslie A. Margolin
Kirk E. Miller
Phillip M. Nudelman

Patricia B. Siegel, RN
Timothy E. Sullivan
Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
President
Executive Vice President – Finance and Administration and Chief Financial Officer
Executive Vice President – Quality Management, and Executive Vice President and Chief Operating Officer, Divisions Outside California
Executive Vice President – Human Resources, and President, California Division
Executive Vice President and Chief Marketing Officer
President – Western Group
President – Eastern Group
Senior Vice President
Senior Vice President – Medicare
Senior Vice President – Workforce Development
Senior Vice President, General Counsel and Secretary
Senior Vice President and Senior Advisor to the Chairman for Public Policy and External Relations
Senior Vice President and Director for Care and Services Quality
Senior Vice President and Chief Information Officer
Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Kathleen A. Eldridge
Judith M. Mears
Arthur B. Rosenfeld
Carlos Zaragoza, Southern California
Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS
(September 30, 1999)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
 <u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
 <u>Designated Director</u>	
Richard G. Barnaby	Director and President
 <u>Class 1 (three year term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
Chang-Lin Tien	Director
 <u>Class 2 (three year term to expire at first regular 2001 Board meeting)</u>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
 <u>Class 3 (three year term to expire at first regular 2002 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair
William H. Foege, MD
Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
L. Dale Crandall

William A. Gillespie, MD

Richard R. Pettingill

Kathleen S. Swenson
Kathryn A. Paul
Bernard J. Tyson
Robert M. Crane
Michael H. Katcher
Leslie A. Margolin
Kirk E. Miller
Phillip M. Nudelman

Patricia B. Siegel, RN
Timothy E. Sullivan
Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
President

Executive Vice President – Finance and Administration and Chief
Financial Officer

Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Divisions Outside
California

Executive Vice President – Human Resources, and President,
California Division

Executive Vice President and Chief Marketing Officer

President – Western Group

President – Eastern Group

Senior Vice President and Director of the Health Policy Institute

Senior Vice President – Medicare

Senior Vice President – Workforce Development

Senior Vice President, General Counsel and Secretary

Senior Vice President and Senior Advisor to the Chairman for
Public Policy and External Relations

Senior Vice President and Director for Care and Services Quality

Senior Vice President and Chief Information Officer

Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox
Kathleen A. Eldridge
Judith M. Mears
Arthur B. Rosenfeld
Carlos Zaragoza, Southern California
Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.

(A California Nonprofit Corporation; Tax Exempt Under Internal Revenue Code § 501(c)(3))

DIRECTORS, COMMITTEES AND OFFICERS

(December 31, 1999)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, MD

Director, Chairman of the Board and Chief Executive Officer

Designated Director

Vacant

Director

Class 1 (three year term to expire at first regular 2000 Board meeting)

Thomas W. Chapman

Director

Henry M. Kaiser

Director

Chang-Lin Tien

Director

Class 2 (three year term to expire at first regular 2001 Board meeting)

L. Dale Crandall

Director

Dorothy H. Mann, PhD, MPH

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 2002 Board meeting)

William H. Foege, MD

Director

Daniel P. Garcia

Director

Dean O. Morton

Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair

Thomas W. Chapman

Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair

Henry M. Kaiser

Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

Mary E. Reres, EdD, Chair

William H. Foege, MD

Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Daniel P. Garcia

Mary E. Reres, EdD

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (continued)

NATIONAL OFFICERS

David M. Lawrence, MD
L. Dale Crandall

William A. Gillespie, MD

Richard R. Pettingill

Kathleen S. Swenson

Bernard J. Tyson

Robert M. Crane

Joseph W. Hummel

Leslie A. Margolin

Kirk E. Miller

Phillip M. Nudelman

Patricia B. Siegel, RN

Timothy E. Sullivan

Steven R. Zatzkin

Chairman of the Board and Chief Executive Officer
Executive Vice President – Finance and Administration and Chief
Financial Officer

Executive Vice President – Quality Management, and Executive
Vice President and Chief Operating Officer, Regions Outside
California

Executive Vice President – Human Resources, and President,
California Division

Executive Vice President and Chief Marketing Officer

Senior Vice President

Senior Vice President and Director of the Health Policy Institute

Senior Vice President – National Purchasing and Distribution

Senior Vice President – Workforce Development

Senior Vice President, General Counsel and Secretary

Senior Vice President and Senior Advisor to the Chairman for
Public Policy and External Relations

Senior Vice President and Director for Care and Services Quality

Senior Vice President and Chief Information Officer

Senior Vice President – Government Relations

CALIFORNIA DIVISION OFFICERS

Richard R. Pettingill

President, California Division

HAWAII REGION OFFICERS

Bruce Behnke

Regional President

ASSISTANT SECRETARIES (Listed for information purposes only)

Carol H. Cox

Kathleen A. Eldridge

Judith M. Mears

Wayne Morris

Carlos Zaragoza, Southern California

Victoria B. Zatzkin

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 1998)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, MD

Director, Chairman of the Board and Chief Executive Officer

Designated Director

Richard G. Barnaby

Director, President and Chief Operating Officer

Class 1 (three year term to expire at first regular 2000 Board meeting)

Thomas W. Chapman

Director

Henry M. Kaiser

Director

John D. Miller

Director

Chang-Lin Tien

Director

Class 2 (three year term to expire at first regular 2001 Board meeting)

Dorothy H. Mann, PhD

Director

Mary E. Reres, EdD

Director

Robert L. Ridgley

Director

Class 3 (three year term to expire at first regular 1999 Board meeting)

William H. Foege, MD

Director

Daniel P. Garcia

Director

Dean O. Morton

Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair

Thomas W. Chapman

Mary E. Reres, EdD

Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair

Henry M. Kaiser

Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chair

Richard G. Barnaby

William H. Foege, MD

Dorothy H. Mann, PhD

EXECUTIVE COMMITTEE

Dean O. Morton, Chair

Daniel P. Garcia

John D. Miller

Mary E. Reres, EdD

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
Robert M. Crane
Gary G. Fernandez
James A. Lane
Kirk E. Miller
Susan E. Porth

Timothy E. Sullivan

Kathleen S. Swenson
James B. Williams

Steven R. Zatzkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Cary P. Badger
Susan J. Baldwin
Marguerite M. Callaway
Ellen D. Canter
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox

Ed Denton
Kip C. Edwards

Barbara A. Estes
Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Pauline O. Fox
Richard B. Froh
William Hamilton
James H. Hill
Fonda E. Karelitz
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maiba
Allan I. Mann
Judith M. Mears

Teresa L. Mullett
Janice K. Murphy

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President and Chief Administrative Officer
Senior Vice President – Labor/Management Partnerships
Senior Vice President – New Business Development
Senior Vice President, General Counsel and Secretary
Senior Vice President – Corporate Services and Chief Financial Officer
Senior Vice President – Information Services and Chief Information Officer
Senior Vice President – Communications, Marketing and Sales
Senior Vice President – Group Operations and Strategic Development
Senior Vice President – Government Relations
Vice President – Brand Management
Vice President – Health Policy
Vice President and Assistant General Counsel
Vice President – Performance and Strategic Analysis
Vice President – Marketing and Market Services
Vice President – National Accounts
Vice President and Managing Director – Consulting Services
Vice President – Benefits and Human Resources Administration
Vice President, Assistant General Counsel and Assistant Secretary
Vice President – Quality
Vice President and Senior Legal and Regulatory Compliance Officer
Vice President – National Facilities Services
Vice President and General Manager – Kaiser Permanente Consulting and Business Services
Vice President – Compensation and Performance Management
Vice President and Director – Technology Planning
Vice President
Vice President – Financial and Administrative Systems Development
Vice President – National IT Operations
Vice President and Assistant General Counsel
Vice President
Vice President – Supply Chain Management
Vice President – Communications
Vice President and Assistant General Counsel
Vice President and Director – National Clinical Systems Development
Vice President – Diversity
Vice President – Internal Audit
Vice President – Public Affairs and Communications
Vice President, Assistant General Counsel and Assistant Secretary
Vice President – Environmental, Health and Safety
Vice President and Treasurer

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS (con't)

Sally J. Newton
Nathaniel L. Oubre
John A. Price
Robert A. Promm
Robert H. Sachs
Ronald C. Wacker
John M. Yamamoto
Carol H. Cox
Kathleen A. Eldridge
Gail Rubinfeld
Victoria B. Zatklin

Vice President – National Labor Relations
Vice President – Shared Business Services
Vice President – Actuarial Services and Pricing
Vice President and Controller
Vice President – Leadership and Organizational Development
Vice President – Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby
Joyce M. Berger
Edgar T. Carlson

Kenneth F. Colling
Richard Cordova
Deborah Lee Eddie

Jerry C. Fleming
Joseph W. Hummel
Sarah Krevans
Leslie Margolin

Richard R. Pettingill
Patricia B. Siegel, RN
Sandra G. Small
Helen M. Wilmot
Kathleen A. Blackburn
Edward S. Glavis
Jack H. Hudes
Philip J. Jensen
Linda H. Lewis
Gerald A. McCall
Denise O. Miller

William E. Rose

Arthur B. Rosenfeld

James H. Waller
Thomas J. Williamson
Carlos Zaragoza

President and Chief Operating Officer
Senior Vice President
Senior Vice President – Labor Management Partnership, California Division
Senior Vice President and Executive Director, San Diego
Senior Vice President and Executive Director, East Bay
Senior Vice President and Executive Director, Valleys Service Area
Senior Vice President and Chief Administrative Officer
Senior Vice President and Executive Director, Los Angeles
Senior Vice President and Executive Director, Sacramento Valley
Senior Vice President and Executive Director, Tri-Central Service Area
Senior Vice President – Operations
Senior Vice President and Executive Director, Inland Empire
Senior Vice President and Executive Director, Northeast Bay
Senior Vice President and Market Leader, South Bay
Vice President – Public Affairs, California Division
Vice President and Executive Director, Fresno Valley
Vice President – Marketing and Sales
Vice President – Finance
Vice President – Strategic Change
Vice President and Executive Director, Orange County
Vice President and Director, California Division Information Technology
Vice President, Regional Controller and Manager of Financial Services, Northern California
Vice President, California Division Counsel and Assistant Secretary
Vice President – Special Accounts
Vice President – Human Resources
Assistant Secretary, Southern California

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

HAWAII MARKET OFFICERS

Dee Jay A. Mailer
Arnold Y. Matsunobu
Carla M. Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(June 30, 1998)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
 <u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
 <u>Designated Director</u>	
Richard G. Barnaby	Director, President and Chief Operating Officer
 <u>Class 1 (three year term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
Chang-Lin Tien	Director
 <u>Class 2 (three year term to expire at first regular 2001 Board meeting)</u>	
Dorothy H. Mann, PhD	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
L. Dale Crandall	Director
 <u>Class 3 (three year term to expire at first regular 1999 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Mary E. Reres, EdD
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
Henry M. Kaiser
Dean O. Morton
L. Dale Crandall

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chair
Richard G. Barnaby
William H. Foege, MD
Dorothy H. Mann, PhD

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
John D. Miller
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
L. Dale Crandall
Robert M. Crane
Gary G. Fernandez
Clifton Gaus, ScD
James A. Lane
Kirk E. Miller
Timothy E. Sullivan

Kathleen S. Swenson
James B. Williams

Steven R. Zatzkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Cary P. Badger
Susan J. Baldwin
Marguerite M. Callaway
Ellen D. Canter
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox

Edward J. Denton
Kip C. Edwards

Barbara A. Estes
Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Pauline O. Fox
Richard B. Froh
William E. Hamilton
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maita
Allan I. Mann
Judith M. Mears

Teresa L. Mullett

Janice K. Murphy

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President and Chief Financial Officer
Senior Vice President and Chief Administrative Officer
Senior Vice President – Labor/Management Partnerships
Senior Vice President – Research and Development
Senior Vice President – New Business Development
Senior Vice President, General Counsel and Secretary
Senior Vice President – Information Services and Chief Information Officer
Senior Vice President – Communications, Marketing and Sales
Senior Vice President – Group Operations and Strategic Development
Senior Vice President – Government Relations
Vice President – Brand Management
Vice President – Health Policy
Vice President and Assistant General Counsel
Vice President – Performance and Strategic Analysis
Vice President – Marketing and Market Services
Vice President – National Accounts
Vice President and Managing Director – Consulting Services
Vice President – Benefits and Human Resources Administration
Vice President, Assistant General Counsel and Assistant Secretary
Vice President – Quality
Vice President and Senior Legal and Regulatory Compliance Officer (resignation effective 7/1/98)
Vice President – National Facilities Services
Vice President and General Manager – Kaiser Permanente Consulting and Business Services
Vice President – Compensation and Performance Management
Vice President and Director – Technology Planning
Vice President
Vice President – Financial and Administrative Systems Development
Vice President – National IT Operations
Vice President and Assistant General Counsel
Vice President
Vice President – Supply Chain Management
Vice President and Director – National Clinical Systems Development
Vice President – Diversity
Vice President – Internal Audit
Vice President – Public Affairs and Communications
Vice President, Assistant General Counsel and Assistant Secretary
Vice President and Chief Legal and Regulatory Compliance Officer (effective 7/1/98)
Vice President and Treasurer

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS (con't)

Sally J. Newton
Nathaniel L. Oubre
John A. Price
Robert A. Promm
Robert H. Sachs
Ronald C. Wacker
John M. Yamamoto
Carol H. Cox
Kathleen A. Eldridge
Gail Rubinfeld
Victoria B. Zatkin

Vice President – National Labor Relations
Vice President – Shared Business Services
Vice President – Actuarial Services and Pricing
Vice President and Controller
Vice President – Leadership and Organizational Development
Vice President – Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby
Joyce M. Berger
Kenneth F. Colling
Richard D. Cordova
Deborah M. Lee-Eddie

Jerry C. Fleming
Joseph W. Hummel
Sarah Krevans
Leslie A. Margolin

Richard R. Pettingill
Patricia B. Siegel, RN
Sandra G. Small
Helen M. Wilmot
Kathleen A. Blackburn
Edward S. Glavis
Jack H. Hudes
Philip J. Jensen
Linda H. Lewis
Gerald A. McCall
Denise O. Miller

William E. Rose

Arthur B. Rosenfeld

James H. Waller
Thomas J. Williamson
Carlos Zaragoza

President and Chief Operating Officer
Senior Vice President
Senior Vice President and Executive Director, San Diego
Senior Vice President and Executive Director, East Bay
Senior Vice President and Executive Director, Valleys Service Area
Senior Vice President and Chief Administrative Officer
Senior Vice President and Executive Director, Los Angeles
Senior Vice President and Executive Director, Sacramento Valley
Senior Vice President and Executive Director, Tri-Central Service Area
Senior Vice President – Operations
Senior Vice President and Executive Director, Inland Empire
Senior Vice President and Executive Director, Northeast Bay
Senior Vice President and Market Leader, South Bay
Vice President – Public Affairs
Vice President and Executive Director, Fresno Valley
Vice President – Marketing and Sales
Vice President – Finance
Vice President – Strategic Change
Vice President and Executive Director, Orange County
Vice President and Director, California Division Information Technology
Vice President, Regional Controller and Manager of Financial Services, Northern California
Vice President, California Division Counsel and Assistant Secretary
Vice President – Special Accounts
Vice President – Human Resources
Assistant Secretary, Southern California

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

HAWAII MARKET OFFICERS

Dee Jay A. Mailer
Arnold Y. Matsunobu
Carla M. Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(September 30, 1998)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
 <u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
 <u>Designated Director</u>	
Richard G. Barnaby	Director, President and Chief Operating Officer
 <u>Class 1 (three year term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
Chang-Lin Tien	Director
 <u>Class 2 (three year term to expire at first regular 2001 Board meeting)</u>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
 <u>Class 3 (three year term to expire at first regular 1999 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Mary E. Reres, EdD
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
L. Dale Crandall
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chair
Richard G. Barnaby
William H. Foege, MD
Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
John D. Miller
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
L. Dale Crandall
Robert M. Crane
Gary G. Fernandez
Clifton R. Gaus, ScD
William A. Gillespie, MD

Michael H. Katcher

James A. Lane
Kirk E. Miller
Timothy E. Sullivan

Kathleen S. Swenson
James B. Williams

Steven R. Zatzkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Cary P. Badger
Susan J. Baldwin
Marguerite M. Callaway
Ellen D. Canter
Harriett W. Clark

Sharon E. Conrow
Kip C. Edwards

Barbara A. Estes
Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Pauline O. Fox
Richard B. Froh
William E. Hamilton
Peter J. Hohl
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maita
Allan I. Mann
Judith M. Mears

Teresa L. Mullett
Janice K. Murphy

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President and Chief Financial Officer
Senior Vice President and Chief Administrative Officer
Senior Vice President – Labor/Management Partnerships
Senior Vice President – Research and Development
Senior Vice President – Group Operations and Quality Management
Senior Vice President – Medicare (to be approved at December Board Meeting)
Senior Vice President – New Business Development
Senior Vice President, General Counsel and Secretary
Senior Vice President – Information Services and Chief Information Officer
Senior Vice President – Communications, Marketing and Sales
Senior Vice President – Group Operations and Strategic Development
Senior Vice President – Government Relations
Vice President – Brand Management
Vice President – Health Policy
Vice President and Assistant General Counsel
Vice President – Performance and Strategic Analysis
Vice President – Marketing and Market Services
Vice President – National Accounts
Vice President and Managing Director – Consulting Services
Vice President – Benefits and Human Resources Administration
Vice President, Assistant General Counsel and Assistant Secretary
Vice President – Quality
Vice President and General Manager – Kaiser Permanente Consulting and Business Services
Vice President – Compensation and Performance Management
Vice President and Director – Technology Planning
Vice President
Vice President – Financial and Administrative Systems Development
Vice President – National IT Operations
Vice President and Assistant General Counsel
Vice President
Vice President – Supply Chain Management
Vice President – Alliances and Acquisitions
Vice President and Director – National Clinical Systems Development
Vice President – Diversity
Vice President – Internal Audit
Vice President – Public Affairs and Communications
Vice President, Assistant General Counsel and Assistant Secretary
Vice President and Chief Legal and Regulatory Compliance Officer
Vice President and Treasurer

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS (con't)

Sally J. Newton
Nathaniel L. Oubre
John A. Price
Robert A. Promm
Robert H. Sachs
Ronald C. Wacker
John M. Yamamoto
Carol H. Cox
Kathleen A. Eldridge
Victoria B. Zarkin

Vice President – National Labor Relations
Vice President – Shared Business Services
Vice President – Actuarial Services and Pricing
Vice President and Controller
Vice President – Leadership and Organizational Development
Vice President – Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby
Joyce M. Berger
Kenneth F. Colling
Richard D. Cordova
Jerry C. Fleming
Joseph W. Hummel
Sarah Krevans
Deborah M. Lee-Eddie

Leslie A. Margolin

Richard R. Pettingill
Patricia B. Siegel, RN

Sandra G. Small
Helen M. Wilmot
Kathleen A. Blackburn
Edward S. Glavis
Jack H. Hudes
Philip J. Jensen
Linda H. Lewis
Gerald A. McCall
Denise O. Miller

William E. Rose

Arthur B. Rosenfeld

James H. Waller
Thomas J. Williamson
Carlos Zaragoza

President and Chief Operating Officer
Senior Vice President
Senior Vice President and Executive Director, San Diego
Senior Vice President and Executive Director, East Bay
Senior Vice President and Chief Administrative Officer
Senior Vice President and Executive Director, Los Angeles
Senior Vice President and Executive Director, Sacramento Valley
Senior Vice President and Executive Director, Valleys Service Area
Senior Vice President and Executive Director, Tri-Central Service Area
Senior Vice President – Operations
Senior Vice President – Member Services, Quality, and Regulatory Affairs
Senior Vice President and Executive Director, Northeast Bay
Senior Vice President and Market Leader, South Bay
Vice President – Public Affairs
Vice President and Executive Director, Fresno Valley
Vice President – Marketing and Sales
Vice President – Finance
Vice President – Strategic Change
Vice President and Executive Director, Orange County
Vice President and Director, California Division Information Technology
Vice President, Regional Controller and Manager of Financial Services, Northern California
Vice President, California Division Counsel and Assistant Secretary
Vice President – Special Accounts
Vice President – Human Resources
Assistant Secretary, Southern California

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

HAWAII MARKET OFFICERS

Dee Jay A. Mailer
Arnold Y. Matsunobu
Carla M. Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(December 31, 1998)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
 <u>Ex Officio Director</u>	
David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
 <u>Designated Director</u>	
Richard G. Barnaby	Director, President and Chief Operating Officer
 <u>Class 1 (three year term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director (retirement effective 1/1/99)
Chang-Lin Tien	Director
 <u>Class 2 (three year term to expire at first regular 2001 Board meeting)</u>	
L. Dale Crandall	Director
Dorothy H. Mann, PhD, MPH	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
 <u>Class 3 (three year term to expire at first regular 1999 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chair
Thomas W. Chapman
Mary E. Reres, EdD
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chair
L. Dale Crandall
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chair
Richard G. Barnaby
William H. Foege, MD
Dorothy H. Mann, PhD, MPH

EXECUTIVE COMMITTEE

Dean O. Morton, Chair
Daniel P. Garcia
John D. Miller
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
Joyce M. Berger
L. Dale Crandall
Robert M. Crane
Gary G. Fernandez
Clifton R. Gaus, ScD
William A. Gillespie, MD

Michael H. Katcher
James A. Lane
Kirk E. Miller
Timothy E. Sullivan

Kathleen S. Swenson
Steven R. Zarkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Cary P. Badger
Susan J. Baldwin
Marguerite M. Callaway
Ellen D. Canter
Sharon E. Conrow
Kip C. Edwards

Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Pauline O. Fox
Richard B. Froh
William E. Hamilton
Tom Heller
Peter J. Hohl
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maita
Allan I. Mann
Judith M. Mears

Teresa L. Mullett
Janice K. Murphy
Sally J. Newton
Nathaniel L. Oubre
John A. Price
Robert A. Promm

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President
Senior Vice President and Chief Financial Officer
Senior Vice President and Chief Administrative Officer
Senior Vice President – Labor/Management Partnerships
Senior Vice President – Research and Development
Senior Vice President – Group Operations and Quality Management
Senior Vice President – Medicare
Senior Vice President
Senior Vice President, General Counsel and Secretary
Senior Vice President – Information Services and Chief Information Officer
Senior Vice President – Communications, Marketing and Sales
Senior Vice President – Government Relations
Vice President – Brand Management
Vice President – Health Policy
Vice President and Assistant General Counsel
Vice President – Performance and Strategic Analysis
Vice President – Marketing and Market Services
Vice President – National Accounts
Vice President and Managing Director – Consulting Services
Vice President – Benefits and Human Resources Administration
Vice President – Quality
Vice President and General Manager – Kaiser Permanente Consulting and Business Services
Vice President and Director – Technology Planning
Vice President
Vice President – Financial and Administrative Systems Development
Vice President – National IT Operations
Vice President and Assistant General Counsel
Vice President
Vice President – Supply Chain Management
Vice President – National Facilities Services
Vice President – Alliances and Acquisitions
Vice President and Director – National Clinical Systems Development
Vice President – Diversity
Vice President – Internal Audit
Vice President – Public Affairs and Communications
Vice President, Assistant General Counsel and Assistant Secretary
Vice President and Chief Legal and Regulatory Compliance Officer
Vice President and Treasurer
Vice President – National Labor Relations
Vice President – Shared Business Services
Vice President – Actuarial Services and Pricing
Vice President and Controller

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS (con't)

Robert H. Sachs
Ronald C. Wacker
John M. Yamamoto
Patricia A. Burgess
Carol H. Cox
Kathleen A. Eldridge
Victoria B. Zatkin

Vice President – Leadership and Organizational Development
Vice President – Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby

President and Chief Operating Officer (resignation as California Division President effective 1/1/99)

Richard R. Pettingill
Kenneth F. Colling

President – California Division (effective 1/1/99)
Senior Vice President and Service Area Manager, San Diego Service Area

Richard D. Cordova

Senior Vice President and Service Area Manager, East Bay Service Area

Jerry C. Fleming
Joseph W. Hummel

Senior Vice President and Chief Administrative Officer
Senior Vice President and Service Area Manager, Metro Service Area

Sarah Krevans

Senior Vice President and Service Area Manager, Sacramento Valley Service Area

Deborah M. Lee-Eddie

Senior Vice President and Service Area Manager, Valley Service Area

Leslie A. Margolin

Senior Vice President and Service Area Manager, Tri-Central Service Area

Gerald A. McCall
Patricia B. Siegel, RN

Senior Vice President and Service Area Manager, Inland Empire
Senior Vice President – Member Services, Quality, and Regulatory Affairs

Sandra G. Small

Senior Vice President and Service Area Manager, Northeast Bay Service Area

Mary Ann Thode

Senior Vice President and Service Area Manager, Golden Gate Service Area

Helen M. Wilmot

Senior Vice President and Service Area Manager, South Bay Service Area

Kathleen A. Blackburn
Edward S. Glavis

Vice President – Public Affairs
Vice President and Service Area Manager, Fresno Valley Service Area

Janice Head

Vice President and Service Area Manager, Orange County Service Area

Jack H. Hudes
Phillip J. Jensen
Linda H. Lewis
Denise O. Miller

Vice President – Marketing and Sales
Vice President – Finance
Vice President – Strategic Change
Vice President and Director, California Division Information Technology

William E. Rose
Arthur B. Rosenfeld

Vice President
Vice President, California Division Counsel and Assistant Secretary

Deborah Stokes

Vice President – Financial Planning and Analysis

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

CALIFORNIA DIVISION OFFICERS (con't)

James H. Waller
Thomas J. Williamson
Carlos Zaragoza

Vice President – Special Accounts
Vice President – Human Resources
Assistant Secretary, Southern California

HAWAII MARKET OFFICERS

Dee Jay A. Mailer
Arnold Y. Matsunobu
Carla M. Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(March 31, 1997)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Barnaby	Director, President and Chief Operating Officer
 <u>Class 1 (term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
 <u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Dorothy H. Mann	Director
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
 <u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chairperson
Thomas W. Chapman
Mary E. Reres, Ed.D.
Daniel O. Wagster

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chairperson
Richard G. Barnaby
William H. Foege, M.D.
Dorothy H. Mann, Ph.D.

FINANCE COMMITTEE

Daniel P. Garcia, Chairperson
David R. Andrews
Henry M. Kaiser
Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chairperson
David R. Andrews
Daniel P. Garcia
John D. Miller
Mary E. Reres, Ed.D.
Robert L. Ridgley

NATIONAL OFFICERS

David M. Lawrence, M.D.
Richard G. Barnaby
Robert M. Crane
Gary G. Fernandez
James A. Lane
Kirk E. Miller
Susan E. Porth

Timothy E. Sullivan

Kathleen Swenson
James B. Williams

Steven R. Zatzkin
Richard V. Anderson
Cary P. Badger
Susan J. Baldwin
Alfred D. Bolden
Ellen Canter
Harriett W. Clark

Sharon E. Conrow
Kip Edwards
Barbara Estes
Dennis Flatt
Thomas Fleishman
Robert Foos
Richard B. Froh
James H. Hill
Rand Holt
Peter Juhn, M.D.
Ronald Knox
Magdeline Malta
Judith M. Mears

Teresa Mullett
Janice K. Murphy
Nate Oubre
John Price
Robert Sachs
Sidra K. Seeley
Ronald C. Wacker
Kathleen A. Eldridge
Gail N. Rubinfeld
Victoria B. Zatzkin

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President - Interdivisional Services
Senior Vice President - Labor/Management Partnerships
Senior Vice President
Senior Vice President, General Counsel and Secretary
Senior Vice President - Corporate Services and
Chief Financial Officer
Senior Vice President - Information Services and
Chief Information Officer
Senior Vice President - Marketing and Sales
Senior Vice President - Strategic Development and
Human Resources
Senior Vice President - Government Relations
Vice President - Health Policy
Vice President - Marketing and Market Services
Vice President - National Accounts
Vice President - Labor Relations
Vice President - Benefits and Human Resources Administration
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Quality
Vice President - National Facilities Services
Vice President - Compensation and Performance Management
Vice President
Vice President - Financial and Administrative Systems
Vice President - National Operations
Vice President
Vice President - Communications
Vice President and Senior Consultant
Vice President - Health Strategies Development
Vice President - Diversity
Vice President - Internal Audit
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Environmental, Health, and Safety
Vice President and Treasurer
Vice President - Shared Business Services
Vice President - Actuarial Services and Pricing
Vice President - Leadership and Organizational Development
Vice President - Operations Consulting and Support Services
Vice President - Strategic Planning Support
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby
Joyce Berger

Edgar Carlson

Kenneth Colling
Jerry Fleming
Joseph Hummel
Sarah Krevans
Richard Pettingill
Vivian Rittenhouse
Patricia Siegel, R.N.
Bernard Tyson
Vacant
Sandra Cox

Ed Glavis
Jack Hudes
Philip Jensen
Ronald E. Koeneke
Linda Lewis
Gerald McCall
Sally Newton
William E. Rose

Arthur B. Rosenfeld

Carlos Zaragoza

President
Senior Vice President - Operations Development,
Northern California
Senior Vice President - Operations Development,
Southern California
Senior Vice President and Executive Director, San Diego
Senior Vice President - Administrative Services
Senior Vice President and Executive Director, Los Angeles
Senior Vice President and Executive Director, Sacramento Valley
Senior Vice President and Executive Director, Golden Gate
Senior Vice President and Executive Director, Northeast Bay
Senior Vice President and Executive Director, Inland Empire
Senior Vice President and Executive Director, East Bay
Vice President - Special Accounts
Vice President, Regional Counsel and Assistant Secretary,
Southern California
Vice President and Executive Director, Fresno Valley
Vice President - Marketing and Sales
Vice President - Finance
Vice President and Regional Controller, Southern California
Vice President - Transition Support
Vice President and Executive Director, Orange County
Vice President - Human Resources
Vice President, Regional Controller and Manager of Financial
Services, Northern California
Vice President, Regional Counsel and Assistant Secretary,
Northern California
Assistant Secretary, Southern California

HAWAII MARKET OFFICERS

Dee Jay Mailer
Arnold Matsunobu
Nolan Namba
Carla Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Health Plan Manager
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(June 30, 1997)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Barnaby	Director, President and Chief Operating Officer
<u>Class 1 (term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
<u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Dorothy H. Mann, Ph.D.	Director
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chairperson
Thomas W. Chapman
Mary E. Reres, Ed.D.
Daniel O. Wagster

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chairperson
Richard G. Barnaby
William H. Foege, M.D.
Dorothy H. Mann, Ph.D., Ph.D.

FINANCE COMMITTEE

Daniel P. Garcia, Chairperson
David R. Andrews
Henry M. Kaiser
Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chairperson
David R. Andrews
Daniel P. Garcia
John D. Miller
Mary E. Reres, Ed.D.
Robert L. Ridgley

NATIONAL OFFICERS

David M. Lawrence, M.D.
Richard G. Barnaby
Robert M. Crane
Gary G. Fernandez
James A. Lane
Kirk E. Miller
Susan E. Porth

Timothy E. Sullivan

Kathleen Swenson
James B. Williams

Steven R. Zatkin
Richard V. Anderson
Lee Aurich
Cary P. Badger
Susan J. Baldwin
Alfred D. Bolden
Ellen Canter
Harriett W. Clark

Sharon E. Conrow
Kip Edwards
Barbara Estes
Dennis Flatt
Thomas Fleishman

Robert Foos
Richard B. Froh
James H. Hill
Rand Holt
Peter Juhn, M.D.
Ronald Knox
Magdeline Maita
Judith M. Mears

Teresa Mullett
Janice K. Murphy
Nathaniel Oubre
John Price
Robert Sachs
Sidra K. Seeley
Ronald C. Wacker
Kathleen A. Eldridge
Gail N. Rubinfeld
Victoria B. Zatkin

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President - Interdivisional Services
Senior Vice President - Labor/Management Partnerships
Senior Vice President - New Business Development
Senior Vice President, General Counsel and Secretary
Senior Vice President - Corporate Services and
Chief Financial Officer
Senior Vice President - Information Services and
Chief Information Officer
Senior Vice President - Communications, Marketing and Sales
Senior Vice President - Strategic Development and
Human Resources
Senior Vice President - Government Relations
Vice President - Health Policy
Vice President - Performance and Strategic Analysis
Vice President - Marketing and Market Services
Vice President - National Accounts
Vice President - Labor Relations
Vice President - Benefits and Human Resources Administration
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Quality
Vice President - National Facilities Services
Vice President - Compensation and Performance Management
Vice President
Vice President - Financial and Administrative Systems
Development
Vice President - National Operations
Vice President
Vice President - Communications
Vice President and Senior Consultant
Vice President - Health Strategies Development
Vice President - Diversity
Vice President - Internal Audit
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Environmental, Health, and Safety
Vice President and Treasurer
Vice President - Shared Business Services
Vice President - Actuarial Services and Pricing
Vice President - Leadership and Organizational Development
Vice President - Operations Consulting and Support Services
Vice President - Strategic Planning Support
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby
Vivian Rittenhouse
Joyce Berger

Edgar Carlson

Jerry Fleming
Kenneth Colling
Joseph Hummel
Sarah Krevans
Richard Pettingill
Patricia Siegel, R.N.
Sandra Small
Bernard Tyson
Sandra Cox

Ed Glavis
Jack Hudes
Philip Jensen
Ronald E. Koeneke
Linda Lewis
Gerald McCall
Denise Miller

Sally Newton
William E. Rose

Arthur B. Rosenfeld

James H. Waller
Carlos Zaragoza

California President
Senior Vice President, California Division
Senior Vice President - Operations Development,
Northern California
Senior Vice President - Operations Development Southern
California
Senior Vice President - Administrative Services
Senior Vice President and Executive Director, San Diego
Senior Vice President and Executive Director, Los Angeles
Senior Vice President and Executive Director, Sacramento Valley
Senior Vice President and Executive Director, Golden Gate
Senior Vice President and Executive Director, Inland Empire
Senior Vice President and Executive Director, Northeast Bay
Senior Vice President and Executive Director, East Bay
Vice President, Regional Counsel and Assistant Secretary,
Southern California
Vice President and Executive Director, Fresno Valley
Vice President - Marketing and Sales
Vice President - Finance
Vice President and Regional Controller, Southern California
Vice President - Transition Support
Vice President and Executive Director, Orange County
Vice President, and Director, California Division Information
Technology
Vice President - Human Resources
Vice President, Regional Controller and Manager of Financial
Services, Northern California
Vice President, Division Counsel and Assistant Secretary,
Northern California
Vice President - Special Accounts
Assistant Secretary, Southern California

HAWAII MARKET OFFICERS

Dee Jay Mailer
Arnold Matsunobu
Carla Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(September 30, 1997)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Barnaby	Director, President and Chief Operating Officer
<u>Class 1 (term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
Chang-Lin Tien	Director
<u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Dorothy H. Mann, PhD	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chairperson
Thomas W. Chapman
Mary E. Reres, EdD
Daniel O. Wagster

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chairperson
Richard G. Barnaby
William H. Foege, MD
Dorothy H. Mann, PhD

FINANCE COMMITTEE

Daniel P. Garcia, Chairperson
Henry M. Kaiser
Dean O. Morton

EXECUTIVE COMMITTEE

Dean O. Morton, Chairperson
Daniel P. Garcia
John D. Miller
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
Robert M. Crane
Gary G. Fernandez
James A. Lane
Kirk E. Miller
Susan E. Porth

Timothy E. Sullivan

Kathleen S. Swenson
James B. Williams

Steven R. Zatzkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Cary P. Badger
Susan J. Baldwin
Alfred D. Bolden
Marguerite M. Callaway
Ellen D. Canter
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox

Kip C. Edwards
Barbara A. Estes
Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Pauline O. Fox
Richard B. Froh
James H. Hill
Fonda Karelitz
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maita
Allan I. Mann
Judith M. Mears

Teresa L. Mullett
Janice K. Murphy
Nathaniel L. Oubre
John A. Price

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President - Interdivisional Services
Senior Vice President - Labor/Management Partnerships
Senior Vice President - New Business Development
Senior Vice President, General Counsel and Secretary
Senior Vice President - Corporate Services and
Chief Financial Officer
Senior Vice President - Information Services and
Chief Information Officer
Senior Vice President - Communications, Marketing and Sales
Senior Vice President - Group Operations and Strategic
Development
Senior Vice President - Government Relations
Vice President - Brand Management
Vice President - Health Policy
Vice President and Assistant General Counsel
Vice President - Performance and Strategic Analysis
Vice President - Marketing and Market Services
Vice President - National Accounts
Vice President - Labor Relations
Vice President and Managing Director - Consulting Services
Vice President - Benefits and Human Resources Administration
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Quality
Vice President and Senior Legal and Regulatory Compliance
Officer
Vice President - National Facilities Services
Vice President - Compensation and Performance Management
Vice President and Director - Technology Planning
Vice President
Vice President - Financial and Administrative Systems
Development
Vice President - National Operations
Vice President and Assistant General Counsel
Vice President
Vice President - Communications
Vice President and Assistant General Counsel
Vice President and Director - National Clinical Systems
Development
Vice President - Diversity
Vice President - Internal Audit
Vice President - Public Affairs and Communications
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Environmental, Health and Safety
Vice President and Treasurer
Vice President - Shared Business Services
Vice President - Actuarial Services and Pricing

NATIONAL OFFICERS (cont.)

Robert H. Sachs
Sidra K. Seeley
Ronald C. Wacker
John Yamamoto
Carol H. Cox
Kathleen A. Eldridge
Gail Rubinfeld
Victoria B. Zatzkin

Vice President - Leadership and Organizational Development
Vice President - Operations Consulting and Support Services
Vice President - Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby	California President
Joyce M. Berger	Senior Vice President - Operations Development, Northern California
Edgar T. Carlson	Senior Vice President - Operations Development Southern California
Jerry C. Fleming	Senior Vice President - Administrative Services
Vivian M. Rittenhouse	Senior Vice President, California Division
Kenneth F. Colling	Senior Vice President and Executive Director, San Diego
Joseph W. Hummel	Senior Vice President and Executive Director, Los Angeles
Sarah Krevans	Senior Vice President and Executive Director, Sacramento Valley
Richard Pettingill	Senior Vice President and Executive Director, Golden Gate
Patricia B. Siegel, RN	Senior Vice President and Executive Director, Inland Empire
Sandra G. Small	Senior Vice President and Executive Director, Northeast Bay
Bernard J. Tyson	Senior Vice President and Executive Director, East Bay
Helen Wilmot	Senior Vice President and Market Leader, South Bay
Kathy Blackburn	Vice President - Public Affairs, California Division
Edward S. Glavis	Vice President and Executive Director, Fresno Valley
Jack H. Hudes	Vice President - Marketing and Sales
Philip J. Jensen	Vice President - Finance
Ronald E. Koenke	Vice President and Regional Controller, Southern California
Linda H. Lewis	Vice President - Transition Support
Gerald A. McCall	Vice President and Executive Director, Orange County
Denise O. Miller	Vice President and Director, California Division Information Technology
Sally J. Newton	Vice President - Human Resources
William E. Rose	Vice President, Regional Controller and Manager of Financial Services, Northern California
Arthur B. Rosenfeld	Vice President, California Division Counsel and Assistant Secretary
James H. Waller	Vice President - Special Accounts
Carlos Zaragoza	Assistant Secretary, Southern California

HAWAII MARKET OFFICERS

Dee Jay A. Mailer	Senior Vice President and Executive Director, Hawaii
Arnold Y. Matsunobu	Controller
Carla M. Nishimoto	Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(December 31, 1997)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, MD	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Barnaby	Director, President and Chief Operating Officer
<u>Class 1 (term to expire at first regular 2000 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
Chang-Lin Tien	Director
<u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Dorothy H. Mann, PhD	Director
Mary E. Reres, EdD	Director
Robert L. Ridgley	Director
<u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
William H. Foege, MD	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chairperson
Thomas W. Chapman
Mary E. Reres, EdD
Chang-Lin Tien

FINANCE COMMITTEE

Daniel P. Garcia, Chairperson
Henry M. Kaiser
Dean O. Morton

**QUALITY AND HEALTH IMPROVEMENT
COMMITTEE**

John D. Miller, Chairperson
Richard G. Barnaby
William H. Foege, MD
Dorothy H. Mann, PhD

EXECUTIVE COMMITTEE

Dean O. Morton, Chairperson
Daniel P. Garcia
John D. Miller
Mary E. Reres, EdD
Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
Robert M. Crane
Gary G. Fernandez
James A. Lane
Kirk E. Miller
Susan E. Porth

Timothy E. Sullivan

Kathleen S. Swenson
James B. Williams

Steven R. Zarkin
Vaughan J. Acton
Richard V. Anderson
Kathleen D. Aure
Lee D. Aurich
Cary P. Badger
Susan J. Baldwin
Marguerite M. Callaway
Ellen D. Canter
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox

Kip C. Edwards
Barbara A. Estes
Paul W. Fingerman
Dennis O. Flatt
Thomas Fleishman

Robert C. Foos
Pauline O. Fox
Richard B. Froh
James H. Hill
Fonda E. Karelitz
Richard G. Kirchdoerfer, MD

Ronald Knox
Magdeline L. Maita
Allan I. Mann
Judith M. Mears

Teresa L. Mullett
Janice K. Murphy
Nathaniel L. Oubre
John A. Price
Robert A. Promm

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President and Chief Administrative Officer
Senior Vice President – Labor/Management Partnerships
Senior Vice President – New Business Development
Senior Vice President, General Counsel and Secretary
Senior Vice President – Corporate Services and
Chief Financial Officer
Senior Vice President – Information Services and
Chief Information Officer
Senior Vice President – Communications, Marketing and Sales
Senior Vice President – Group Operations and Strategic
Development
Senior Vice President – Government Relations
Vice President – Brand Management
Vice President – Health Policy
Vice President and Assistant General Counsel
Vice President – Performance and Strategic Analysis
Vice President – Marketing and Market Services
Vice President – National Accounts
Vice President and Managing Director – Consulting Services
Vice President – Benefits and Human Resources Administration
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President – Quality
Vice President and Senior Legal and Regulatory Compliance
Officer
Vice President – National Facilities Services
Vice President – Compensation and Performance Management
Vice President and Director – Technology Planning
Vice President
Vice President – Financial and Administrative Systems
Development
Vice President – National Operations
Vice President and Assistant General Counsel
Vice President
Vice President – Communications
Vice President and Assistant General Counsel
Vice President and Director – National Clinical Systems
Development
Vice President – Diversity
Vice President – Internal Audit
Vice President – Public Affairs and Communications
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President – Environmental, Health and Safety
Vice President and Treasurer
Vice President – Shared Business Services
Vice President – Actuarial Services and Pricing
Vice President and Controller

KAISER FOUNDATION HEALTH PLAN, INC. (con't)

NATIONAL OFFICERS (con't)

Robert H. Sachs
Ronald C. Wacker
John M. Yamamoto
Carol H. Cox
Kathleen A. Eldridge
Gail Rubinfeld
Victoria B. Zatklin

Vice President – Leadership and Organizational Development
Vice President – Strategic Planning Support
Vice President and Assistant General Counsel
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

CALIFORNIA DIVISION OFFICERS

Richard G. Barnaby
Joyce M. Berger

Edgar T. Carlson

Jerry C. Fleming
Kenneth F. Colling
Joseph W. Hummel
Sarah Krevans
Richard R. Pettingill
Patricia B. Siegel, RN
Sandra G. Small
Bernard J. Tyson

Helen M. Wilmot
Kathleen A. Blackburn
Edward S. Glavis
Jack H. Hudes
Philip J. Jensen
Ronald E. Koeneke
Linda H. Lewis
Gerald A. McCall
Denise O. Miller

Sally J. Newton
William E. Rose

Arthur B. Rosenfeld

James H. Waller
Carlos Zaragoza

President and Chief Operating Officer
Senior Vice President – Operations Development, Northern California
Senior Vice President – Operations Development Southern California
Senior Vice President and Chief Administrative Officer
Senior Vice President and Executive Director, San Diego
Senior Vice President and Executive Director, Los Angeles
Senior Vice President and Executive Director, Sacramento Valley
Senior Vice President and Executive Director, Golden Gate
Senior Vice President and Executive Director, Inland Empire
Senior Vice President and Executive Director, Northeast Bay
Senior Vice President and Executive Director, East Bay
(through 1/31/98)
Senior Vice President and Market Leader, South Bay
Vice President – Public Affairs, California Division
Vice President and Executive Director, Fresno Valley
Vice President – Marketing and Sales
Vice President – Finance
Vice President and Regional Controller, Southern California
Vice President – Transition Support
Vice President and Executive Director, Orange County
Vice President and Director, California Division Information Technology
Vice President – Human Resources
Vice President, Regional Controller and Manager of Financial Services, Northern California
Vice President, California Division Counsel and Assistant Secretary
Vice President – Special Accounts
Assistant Secretary, Southern California

HAWAII MARKET OFFICERS

Dee Jay A. Mailer
Arnold Y. Matsunobu
Carla M. Nishimoto

Senior Vice President and Executive Director, Hawaii
Controller
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, COMMITTEES AND OFFICERS
(December 31, 1996)

DIRECTORS (Fourteen authorized)

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Bamaby	Director, President and Chief Operating Officer
<u>Class 1 (term to expire at first regular 1997 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
<u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Dorothy H. Mann	Director
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

BOARD COMMITTEES

**GOVERNANCE AND CONDUCT OF BUSINESS
COMMITTEE**

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser

QUALITY COMMITTEE

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
William H. Foege, M.D.
David M. Lawrence, M.D.

STRATEGIC PLANNING COMMITTEE

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

EXECUTIVE COMMITTEE

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley

NATIONAL OFFICERS

David M. Lawrence, M.D.
Richard G. Barnaby
Robert M. Crane
Gary Fernandez
Jerry Fleming
James A. Lane
Kirk E. Miller
Susan E. Porth

Timothy E. Sullivan

Kathleen Swenson
James B. Williams

Steven R. Zatzkin
Richard V. Anderson
Susan J. Baldwin
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Willie Deese
Kip Edwards
Barbara Estes
Dennis Flatt
Richard B. Froh
Mark Hellender
James H. Hill
Rand Holt
Philip J. Jensen
Ronald Knox
Judith M. Mears

Janice K. Murphy
John Ruml
Robert Sachs
Sidra K. Seeley
Ronald C. Wacker
H. Paul Brandes
Gail N. Rubinfeld
Victoria B. Zatzkin

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President - Interregional Services
Senior Vice President - Labor/Management Partnerships
Senior Vice President and Director of Program Development
Senior Vice President
Senior Vice President, General Counsel and Secretary
Senior Vice President - Corporate Services and
Chief Financial Officer
Senior Vice President - Information Services and
Chief Information Officer
Senior Vice President - Marketing and Sales
Senior Vice President - Strategic Development and
Human Resources
Senior Vice President - Government Relations
Vice President - Health Policy
Vice President - National Accounts
Vice President - Labor Relations
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Quality
Vice President - Purchasing
Vice President - National Facilities Services
Vice President - Compensation and Performance Management
Vice President
Vice President
Vice President
Vice President - Communications
Vice President and Senior Consultant
Vice President and Controller
Vice President - Diversity
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President - Performance Analysis
Vice President - Leadership and Organizational Development
Vice President - Operations Consulting and Support Services
Vice President - Strategic Planning Support
Assistant Secretary
Assistant Secretary
Assistant Secretary

NORTHERN CALIFORNIA OFFICERS

David G. Pockell
Vivian Rittenhouse
Bernard Tyson
Joyce Berger
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Richard Pettingill
Cary Badger
William E. Rose
Arthur B. Rosenfeld

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Health Plan Manager
Vice President and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

SOUTHERN CALIFORNIA OFFICERS

Hugh A. Jones
Sandra H. Cox
Thomas Fleishman
Jack Hudes
Ronald E. Koenke
Sally Newton
Carlos Zaragoza

Executive Vice President and Regional Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President - Information Services
Vice President - Sales and Marketing
Vice President and Regional Controller
Vice President and Manager - Human Resources
Assistant Secretary

HAWAII MARKET OFFICERS

Dee Jay Mailer
Arnold Matsunobu
Nolan Namba
Carla Nishimoto

Senior Vice President and Executive Director, Hawaii
Regional Controller
Health Plan Manager
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS AND COMMITTEES
(September 30, 1996)

DIRECTORS (Fourteen authorized)

James A. Vohs

Chairman Emeritus*

Ex Officio Director

David M. Lawrence, M.D.

Director, Chairman of the Board
and Chief Executive Officer

Designated Director

Richard G. Barnaby

Director, President and Chief
Operating Officer

Class 1 (term to expire at first regular 1997 Board meeting)

Thomas W. Chapman

Director

Robert J. Erickson

Director

Henry M. Kaiser

Director

John D. Miller

Director

Class 2 (term to expire at first regular 1998 Board meeting)

Mary E. Reres, Ed.D.

Director

Robert L. Ridgley

Director

Daniel O. Wagster

Director

Class 3 (term to expire at first regular 1999 Board meeting)

David R. Andrews

Director

William H. Foege, M.D., M.P.H.

Director

Daniel P. Garcia

Director

Dean O. Morton

Director

*James Vohs holds the honorary title of Chairman Emeritus.

COMMITTEES

**GOVERNANCE AND CONDUCT OF
BUSINESS COMMITTEE**

Robert L. Ridgley, Chairperson

David R. Andrews

Henry M. Kaiser

QUALITY COMMITTEE

Mary E. Reres, Ed.D., Chairperson

Thomas W. Chapman

Robert J. Erickson

William H. Foege, M.D.

David M. Lawrence, M.D.

STRATEGIC PLANNING COMMITTEE

John D. Miller, Chairperson

Daniel P. Garcia

Dean O. Morton

Daniel O. Wagster

EXECUTIVE COMMITTEE

Dean O. Morton, Chairperson

David R. Andrews

Thomas W. Chapman

David M. Lawrence, M.D.

John D. Miller

Robert L. Ridgley

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)
(September 30, 1996)

NATIONAL OFFICERS

David M. Lawrence, MD
Richard G. Barnaby
Robert M. Crane
Gary Fernandez
Jerry Fleming
James A. Lane
Kirk E. Miller
Susan E. Porth

James B. Williams

Steven R. Zatzkin
Richard V. Anderson
Susan J. Baldwin
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Willie Deese
Kip Edwards
Barbara Estes
Dennis Flatt
Richard B. Froh
Mark Hellender
James H. Hill
Rand Holt
Phillip J. Jensen
Ronald Knox
Judith M. Mears

Janice K. Murphy
John Ruml
Sidra K. Seeley
Ronald C. Wacker
H. Paul Brandes
Gail N. Rubinfeld
Victoria B. Zatzkin

Chairman of the Board and Chief Executive Officer
President and Chief Operating Officer
Senior Vice President - Interregional Services
Senior Vice President - Labor/Management Partnerships
Senior Vice President and Director of Program Development
Senior Vice President
Senior Vice President, General Counsel and Secretary
Senior Vice President - Corporate Services and
Chief Financial Officer
Senior Vice President - Strategic Development and
Human Resources
Senior Vice President - Government Relations
Vice President - Health Policy
Vice President - National Accounts
Vice President - Labor Relations
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President - Quality
Vice President - Purchasing
Vice President - National Facilities Services
Vice President - Compensation and Performance Management
Vice President
Vice President
Vice President
Vice President - Communications
Vice President and Senior Consultant
Vice President and Controller
Vice President - Diversity
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President - Performance Analysis
Vice President - Operations Consulting and Support Services
Vice President - Strategic Planning Support
Assistant Secretary
Assistant Secretary
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC. (cont'd)

NORTHERN CALIFORNIA REGION

David G. Pockell	Executive Vice President and Regional Manager
Vivian Rittenhouse	Vice President and Associate Regional Manager
Bernard Tyson	Vice President and Associate Regional Manager
Joyce Berger	Vice President and Area Manager
Ed Glavis	Vice President and Area Manager
Carol J. Kiecker	Vice President and Area Manager
Sarah Krevans	Vice President and Area Manager
Donald Oxley	Vice President and Area Manager
Richard Pettingill	Vice President and Area Manager
Cary Badger	Vice President and Health Plan Manager
Philip N. Newbold	Vice President - Information Services
William E. Rose	Vice President and Manager of Financial Services
Arthur B. Rosenfeld	Vice President, Regional Counsel and Assistant Secretary

SOUTHERN CALIFORNIA REGION

Hugh A. Jones	Executive Vice President and Regional Manager
Sandra H. Cox	Vice President, Regional Counsel and Assistant Secretary
Thomas Fleishman	Vice President - Information Services
Jack Hudes	Vice President - Sales and Marketing
Ronald E. Koeneke	Vice President and Regional Controller
Sally Newton	Vice President and Manager - Human Resources
Carlos Zaragoza	Assistant Secretary

HAWAII MARKET

Dee Jay Maller	Senior Vice President and Executive Director, Hawaii
Arnold Matsunobu	Regional Controller
Nolan Namba	Health Plan Manager
Carla Nishimoto	Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(JULY 1, 1996)

DIRECTORS (Fourteen authorized) and OFFICERS:

James A. Vohs	Chairman Emeritus*
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Barnaby	Director, President and Chief Operating Officer
<u>Class 1 (term to expire at first regular 1997 Board meeting)</u>	
Thomas W. Chapman	Director
Robert J. Erickson	Director
Henry M. Kaiser	Director
John D. Miller	Director
<u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

*James Vohs holds the honorary title of Chairman Emeritus.

OFFICERS:

Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Theodore M. Carpenter, Jr.	Senior Vice President
Robert M. Crane	Senior Vice President-Interregional Services
Gary Fernandez	Senior Vice President
Jerry Fleming	Senior Vice President and Director of Program Development
William A. Gillespie, M.D.	Senior Vice President
Michael H. Katcher	Senior Vice President
Cleve Lee Killingsworth, Jr.	Senior Vice President
James A. Lane	Senior Vice President
Ray Lewis	Senior Vice President-Sales and Marketing
Dee Jay Mailer	Senior Vice President
Kirk E. Miller	Senior Vice President, General Counsel and Secretary
Kathryn A. Paul	Senior Vice President
Susan E. Porth	Senior Vice President-Corporate Services and Chief Financial Officer

James B. Williams

Steven R. Zarkin
R. Michael Alexander
Cathy D. Anderson
Richard V. Anderson
Cary Badger
Susan J. Baldwin
David Beal
Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Willie Deese
Michael M. Dudley
Duane Eason
Kip Edwards
Robert Essink
Barbara Estes

Dennis Flatt
Thomas Fleishman
Richard B. Froh
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Denise Honzel
Jack Hudes
Philip J. Jensen
Carol J. Kiecker
Ronald Knox
Ronald E. Koenke
Sarah Krevans
Judith M. Mears

Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Richard Pettingill
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker

Senior Vice President-Strategic Development and
Human Resources
Senior Vice President-Government Relations
Vice President
Vice President
Vice President-Health Policy
Vice President and Health Plan Manager
Vice President-National Accounts
Vice President
Vice President and Area Manager
Vice President
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President-Purchasing
Vice President
Vice President
Vice President-National Facilities Services
Vice President
Vice President-Compensation and Performance
Management
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President-Communications
Vice President and Senior Consultant
Vice President
Vice President-Sales and Marketing
Vice President and Controller
Vice President and Area Manager
Vice President-Diversity
Vice President
Vice President and Area Manager
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President and Area Manager
Vice President
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President and Executive Consultant

Jeffrey Werner
Barbara A. West
H. Paul Brandes
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatzkin

Vice President
Vice President
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser

STRATEGIC PLANNING COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

QUALITY COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
William H. Foege, M.D.
David M. Lawrence, M.D.

EXECUTIVE COMMITTEE:

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley

David G. Pockell
Vivian Rittenhouse
Bernard Tyson
Joyce Berger
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Richard Pettingill
Cary Badger
Philip N. Newbold
William E. Rose
Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Health Plan Manager
Vice President-Information Services
Vice President, and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

Hugh A. Jones
Sandra H. Cox
Thomas Fleishman
Jack Hudes
Ronald E. Koenke
Sally Newton

Southern California Region

Executive Vice President and Regional Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President-Sales and Marketing
Vice President and Regional Controller
Vice President and Manager, Human Resources

Dee Jay Mailer
Arnold Matsunobu
Nolan Namba
Carla Nishimoto

Hawaii Region

Senior Vice President and Regional Manager
Regional Controller
Health Plan Manager
Regional Counsel and Assistant Secretary

Michael H. Katcher
Denise Honzel
Deborah Stokes
Barbara A. West
E. Timothy Blakely

Northwest Region

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
Vice President and Planning and Strategic Services Manager

David A. Beal
Jeffrey Werner
Dinah Seiver

Ohio Region

Vice President, Regional Controller and Acting President
Vice President-Sales and Marketing
Regional Counsel and Assistant Secretary

Kathryn A. Paul
R. Michael Alexander
Cathy D. Anderson
Duane Eason
Steve Tomme
Kathryn L. Richman

Colorado Region
Senior Vice President
Vice President-Operations
Vice President-Strategic Services
Vice President-Finance
Vice President-Marketing
Regional Counsel and Assistant Secretary

Kathryn A. Paul
R. Michael Alexander
Cathy D. Anderson
Duane Eason
Steve Tomme
Kathryn L. Richman

Kansas City Area
Senior Vice President
Vice President-Operations
Vice President-Strategic Services
Vice President-Finance
Vice President-Marketing
Regional Counsel and Assistant Secretary

Cleve Killingsworth, Jr.
Robert Essink
Donna D. Shewbridge

Mid-Atlantic States Region
Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager

William A. Gillespie, M.D.
Malinda Sullivan
Rallin J. Aars

Texas Region
Senior Vice President
Executive Director of Financial Services
Executive Director of Business Development

Gary Fernandez
William E. Kramer

Northeast Region
Senior Vice President
Regional Manager-Human Resources and Performance Management

Theodore M. Carpenter

North Carolina Region
Senior Vice President

Christopher L. Binkley
Herman Weil

Georgia Region
Senior Vice President
Associate Regional Manager

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(APRIL 30, 1996)

DIRECTORS (Fourteen authorized) and OFFICERS:

James A. Vohs	Chairman Emeritus
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Richard G. Barnaby	Director, President and Chief Operating Officer
<u>Class 1 (term to expire at first regular 1997 Board meeting)</u>	
Thomas W. Chapman	Director
Robert J. Erickson	Director
Henry M. Kaiser	Director
John D. Miller	Director
<u>Class 2 (term to expire at first regular 1998 Board meeting)</u>	
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1999 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

OFFICERS:

Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Theodore M. Carpenter, Jr.	Senior Vice President
Robert M. Crane	Senior Vice President-Interregional Services
Gary Fernandez	Senior Vice President
Sharon Flaherty	Senior Vice President
Jerry Fleming	Senior Vice President and Director of Program Development
Michael H. Katcher	Senior Vice President
Cleve Lee Killingsworth, Jr.	Senior Vice President
James A. Lane	Senior Vice President
Dee Jay Mailer	Senior Vice President
Kirk E. Miller	Senior Vice President, General Counsel and Secretary
Kathryn A. Paul	Senior Vice President
Susan E. Porth	Senior Vice President-Corporate Services and Chief Financial Officer
James B. Williams	Senior Vice President-Strategic Development and Human Resources

Steven R. Zatkin
Richard V. Anderson
Cary Badger
Susan J. Baldwin
Joyce Berger
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Willie Deese
Michael M. Dudley
Barbara Estes

Dennis Flatt
Thomas Fleishman
Richard B. Froh
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Jack Hudes
Philip J. Jensen
Carol J. Kiecker
Ronald Knox
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy

Judith M. Mears

Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Richard Pettingill
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Bernard Tyson
Ronald C. Wacker
Jeffrey Werner
Barbara A. West
H. Paul Brandes
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatkin

Senior Vice President-Government Relations
Vice President-Health Policy
Vice President and Health Plan Manager
Vice President-National Accounts
Vice President and Area Manager
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President-Purchasing
Vice President
Vice President-Compensation and Performance
Management
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President-Communications
Vice President and Senior Consultant
Vice President-Sales and Marketing
Vice President and Controller
Vice President and Area Manager
Vice President-Diversity
Vice President
Vice President and Area Manager
Vice President and Director of Business Opportunity
Development
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President and Area Manager
Vice President
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President and Executive Consultant
Vice President
Vice President
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser

STRATEGIC PLANNING COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

QUALITY COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
William H. Foege, M.D.
David M. Lawrence, M.D.

EXECUTIVE COMMITTEE:

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley

David G. Pockell
Vivian Rittenhouse
Bernard Tyson
Joyce Berger
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Richard Pettingill
Cary Badger
Philip N. Newbold
William E. Rose
Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Health Plan Manager
Vice President-Information Services
Vice President, and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

Hugh A. Jones
Sandra H. Cox
Thomas Fleishman
Jack Hudes
Ronald E. Koeneke
Sally Newton

Southern California Region

Executive Vice President and Regional Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President-Sales and Marketing
Vice President and Regional Controller
Vice President and Manager, Human Resources

Dee Jay Mailer
Arnold Matsunobu
Nolan Namba
Carla Nishimoto

Hawaii Region

Senior Vice President and Regional Manager
Regional Controller
Health Plan Manager
Regional Counsel and Assistant Secretary

Michael H. Katcher
Denise Honzel
Deborah Stokes
Barbara A. West
E. Timothy Blakely

Northwest Region

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
Vice President and Planning and Strategic Services Manager

David A. Beal
Jeffrey Werner
Dinah Selver

Ohio Region

Vice President, Regional Controller and Acting President
Vice President-Sales and Marketing
Regional Counsel and Assistant Secretary

Kathryn A. Paul
R. Michael Alexander
Cathy D. Anderson
Duane Eason
Steve Tomme
Kathryn L. Richman

Colorado Region
Senior Vice President
Vice President-Operations
Vice President-Strategic Services
Vice President-Finance
Vice President-Marketing
Regional Counsel and Assistant Secretary

Kathryn A. Paul
R. Michael Alexander
Cathy D. Anderson
Duane Eason
Steve Tomme
Kathryn L. Richman

Kansas City Area
Senior Vice President
Vice President-Operations
Vice President-Strategic Services
Vice President-Finance
Vice President-Marketing
Regional Counsel and Assistant Secretary

Cleve Killingsworth, Jr.
Robert Essink
Donna D. Shewbridge

Mid-Atlantic States Region
Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager

Sharon Flaherty
Malinda Sullivan
Rallin J. Aars

Texas Region
Senior Vice President
Executive Director of Financial Services
Executive Director of Business Development

Gary Fernandez
William E. Kramer

Northeast Region
Senior Vice President
Regional Manager-Human Resources and Performance Management

Theodore M. Carpenter
Daniel E. Soper

North Carolina Region
Senior Vice President
Executive Director for Health Plan Operations, Triangle Area

Christopher L. Binkley
Herman Weil

Georgia Region
Senior Vice President
Associate Regional Manager

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(DECEMBER 31, 1995)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.

Honorary Director and Vice Chairman Emeritus

Ex Officio Director

David M. Lawrence, M.D.

**Director, Chairman of the Board
and Chief Executive Officer**

Designated Director

Robert J. Erickson

Director and Senior Vice President

Class 1 (term to expire at first regular 1997 Board meeting)

Thomas W. Chapman

Director

Henry M. Kaiser

Director

John D. Miller

Director

James A. Vohs

Director and Chairman Emeritus

Class 2 (term to expire at first regular 1998 Board meeting)

Mary E. Reres, Ed.D.

Director

Robert L. Ridgley

Director

Daniel O. Wagster

Director

Class 3 (term to expire at first regular 1996 Board meeting)

David R. Andrews

Director

William H. Foege, M.D., M.P.H.

Director

Daniel P. Garcia

Director

Dean O. Morton

Director

OFFICERS:

Richard G. Barnaby

Executive Vice President

Hugh A. Jones

Executive Vice President

David G. Pockell

Executive Vice President

Christopher L. Binkley

Senior Vice President

Theodore M. Carpenter, Jr.

Senior Vice President

Robert M. Crane

Senior Vice President-Interregional Services

Gary Fernandez

Senior Vice President

Sharon Fisharty

Senior Vice President

Jerry Fleming

Senior Vice President and Director of Program Development

Michael H. Katcher

Senior Vice President

Clay Lee Killingsworth, Jr.

Senior Vice President

James A. Lane

Senior Vice President

Don Jay Miller

Senior Vice President

Kirk E. Miller

Senior Vice President, General Counsel and Secretary

Kathryn A. Paul

Senior Vice President

Susan E. Poth

**Senior Vice President-Corporate Services and
Chief Financial Officer**

James B. Williams

**Senior Vice President-Strategic Development and
Human Resources**

Steven R. Zatzkin
R. Michael Alexander
Cathy D. Anderson
Richard V. Anderson
Cary Badger
Susan J. Baldwin
David A. Beal
Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Barbara Estes
Dennis Flatt
Thomas Fleishman
Richard B. Froh
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Denise Honzel
Jack Hudes
Philip J. Jensen
Carol J. Kiecker
Ronald Knox
Ronald E. Koenke
Sarah Krevans
J. Michael Leahy

Judith M. Mears

Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker

Senior Vice President-Government Relations
Vice President
Vice President
Vice President-Health Policy
Vice President and Health Plan Manager
Vice President-National Accounts
Vice President
Vice President and Area Manager
Vice President
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President and Area Manager
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President-Compensation and Performance Management
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President-Communications
Vice President and Senior Consultant
Vice President
Vice President-Sales and Marketing
Vice President and Controller
Vice President and Area Manager
Vice President-Diversity
Vice President
Vice President and Area Manager
Vice President and Director of Business Opportunity
Development
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President and Executive Consultant

Jeffrey Werner
Barbara A. West
H. Paul Brandes
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatklin

Vice President
Vice President
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser
James A. Vohs

STRATEGIC PLANNING COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

QUALITY COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
William H. Foege, M.D.
David M. Lawrence, M.D.

EXECUTIVE COMMITTEE:

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley
Eugene E. Trefethen (Emeritus)

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(JUNE 30, 1995)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus
----------------------	--

Ex Officio Director

David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
-------------------------	--

Designated Director

Robert J. Erickson	Director, and Senior Vice President
--------------------	-------------------------------------

Class 1 (term to expire at first regular 1997 Board meeting)

Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
James A. Vohs	Director and Chairman Emeritus

Class 2 (term to expire at first regular 1998 Board meeting)

Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director

Class 3 (term to expire at first regular 1996 Board meeting)

David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

REGULAR OFFICERS:

Richard G. Barnaby	Executive Vice President
Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Theodore M. Carpenter, Jr.	Senior Vice President
Robert M. Crane	Senior Vice President-Interregional Services
Gary Fernandez	Senior Vice President
Sharon Flaherty	Senior Vice President
Michael H. Katcher	Senior Vice President
Cleve Lee Killingsworth, Jr.	Senior Vice President
James A. Lane	Senior Vice President
Dee Jay Mailer	Senior Vice President
Kirk E. Miller	Senior Vice President, General Counsel and Secretary
Kathryn A. Paul	Senior Vice President
Susan E. Porth	Senior Vice President-Corporate Services and Chief Financial Officer
Alan J. Silverstone	Senior Vice President
James B. Williams	Senior Vice President-Strategic Development and Human Resources

Steven R. Zatzkin
R. Michael Alexander
Frank Alvarez
Cathy D. Anderson
Richard V. Anderson
Cary Badger
David A. Beal
Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Denise Honzel
Carol J. Kiecker
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy

Judith M. Mears

Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker
Jeffrey Werner
Barbara A. West

Senior Vice President-Government Relations
Vice President
Vice President and Area Manager
Vice President
Vice President-Health Policy
Vice President and Health Plan Manager
Vice President
Vice President and Area Manager
Vice President
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President and Area Manager
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President-National Marketing Services
Vice President-Communications
Vice President and Senior Consultant
Vice President
Vice President and Area Manager
Vice President
Vice President and Area Manager
Vice President and Director of Business Opportunity
Development
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President

H. Paul Brandes
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatzkin

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser
James A. Vohs

STRATEGIC PLANNING COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

QUALITY COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
William H. Foege, M.D.
David M. Lawrence, M.D.

EXECUTIVE COMMITTEE:

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley
Eugene E. Trefethen (Emeritus)

David G. Pockell
Jerry Fleming
Frank Alvarez
Joyce Berger
Pete Delgado
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Cary Badger
Philip N. Newbold
Vivian Rittenhouse
William E. Rose

Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Health Plan Manager
Vice President-Information Services
Vice President
Vice President, Regional Controller
and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

Southern California Region

Hugh A. Jones
Sandra H. Cox
Thomas Fleishman
Ronald E. Koeneke
Sally Newton

Executive Vice President and Regional Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President and Regional Controller
Vice President and Manager, Human Resources

Hawaii Region

Dee Jay Mailer
Nolan Namba
Carla Nishimoto

Senior Vice President and Regional Manager
Health Plan Manager
Regional Counsel and Assistant Secretary

Northwest Region

Michael H. Katcher
Denise Honzel
Deborah Stokes
Barbara A. West
E. Timothy Blakely

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
Vice President and Planning and Strategic Services Manager

Ohio Region

Cleve Lee Killingsworth, Jr.
David A. Beal
Ronald C. Wacker

Senior Vice President
Vice President and Regional Controller
Vice President and Director, Planning, Program
Development and Human Resources
Vice President-Sales and Marketing
Regional Counsel and Assistant Secretary

Jeffrey Werner
Dinah Seiver

R. Michael Alexander
Duane Eason
Steve Tomme
Cathy D. Anderson
Kathryn L. Richman

Colorado Region Kathryn A. Paul Senior Vice President
Vice President-Operations
Vice President-Finance
Vice President-Marketing
Vice President-Strategic Services
Regional Counsel and Assistant Secretary

Kansas City Area

Kathryn A. Paul
Duane Eason
Steve Tomme

Senior Vice President
Vice President-Finance
Vice President-Marketing

Alan J. Silverstone
Robert Essink
Donna D. Shewbridge

Mid-Atlantic States Region

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager

Sharon Flaherty
James B. Samuel
Malinda Sullivan
Rollin J. Aars

Texas Region

Senior Vice President
Associate Regional Manager
Regional Controller
Health Plan Manager

Gary Fernandez
William E. Kramer
Dewey Brown

Northeast Region

Senior Vice President
Regional Manager-Performance and Quality Initiatives
Regional Controller

Theodore M. Carpenter
Tim O'Hare
Daniel E. Soper

North Carolina Region

Senior Vice President
Executive Director for Health Plan Operations, Charlotte Area
Regional Controller and Manager of Strategic Services

Herman Weil
Frank Murray, M.D.
Lee Aurich

Georgia Region Christopher L. Binkley Senior Vice President
Associate Regional Manager
Acting Associate Regional Manager
Regional Controller

DIRECTORS, OFFICERS AND COMMITTEES
(MARCH 31, 1995)

E. E. Trefethen, Jr. **Honorary Director and Vice Chairman Emeritus**

**Director, Chairman of the Board
and Chief Executive Officer**

Director, and Senior Vice President

Director and Chairman Emeritus

Director

Director

Senior Vice President-Strategic Development and Human Resources

Steven R. Zatkin
R. Michael Alexander
Frank Alvarez
Cathy D. Anderson
Richard V. Anderson
Cary Badger
David A. Beal
Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Denise Honzel
Carol J. Kiecker
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy

Judith M. Mears

Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker
Barbara A. West

Senior Vice President-Government Relations
Vice President
Vice President and Area Manager
Vice President
Vice President-Marketing Support
Vice President and Health Plan Manager
Vice President
Vice President and Area Manager
Vice President
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President and Area Manager
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President-National Marketing Services
Vice President-Communications
Vice President and Senior Consultant
Vice President
Vice President and Area Manager
Vice President
Vice President and Area Manager
Vice President and Director of Business Opportunity
Development
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President

H. Paul Brandes
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatzkin

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser
James A. Vohs

STRATEGIC PLANNING COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

QUALITY COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
William H. Foege, M.D.
David M. Lawrence, M.D.

EXECUTIVE COMMITTEE:

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley
Eugene E. Trefethen (Emeritus)

David G. Pockell
Jerry Fleming
Frank Alvarez
Joyce Berger
Pete Delgado
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Cary Badger
Philip N. Newbold
Vivian Rittenhouse
William E. Rose

Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Health Plan Manager
Vice President-Information Services
Vice President
Vice President, Regional Controller
and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

Southern California Region

Hugh A. Jones
Sandra H. Cox
Thomas Fleishman
Ronald E. Koeneke
Sally Newton

Executive Vice President and Regional Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President and Regional Controller
Vice President and Manager, Human Resources

Hawaii Region

Dee Jay Mailer
Nolan Namba
Edward S. van Lier Ribbink
Carla Nishimoto

Senior Vice President and Regional Manager
Health Plan Manager
Regional Controller
Regional Counsel and Assistant Secretary

Northwest Region

Michael H. Katcher
Denise Honzel
Deborah Stokes
Barbara A. West
E. Timothy Blakely

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
Vice President and Planning and Strategic Services Manager

Ohio Region

Cleve Lee Killingsworth, Jr.
David A. Beal
Ronald C. Wacker
Dinah Seiver

Senior Vice President
Vice President and Regional Controller
Vice President and Director, Planning, Program
Development and Human Resources
Regional Counsel and Assistant Secretary

Kathryn A. Paul
R. Michael Alexander
Duane Eason
Steve Tomme
Cathy D. Anderson
Kathryn L. Richman

Kansas City Area

Kathryn A. Paul
Duane Eason
Steve Tomme
Edna Rindner

Alan J. Silverstone
Robert Essink
Donna D. Shewbridge

Sharon Flaherty
James B. Samuel
Malinda Sullivan
Rollin J. Aars

Gary Fernandez
William E. Kramer
Dewey Brown

Theodore M. Carpenter
Tim O'Hare
Daniel E. Soper

Christopher L. Binkley
Herman Weil
Donald Kitajima
Frank Murray, M.D.
Lee Aurich

Colorado Region

Senior Vice President
Vice President-Operations
Vice President-Finance
Vice President-Marketing
Vice President-Strategic Services
Regional Counsel and Assistant Secretary

Senior Vice President
Vice President-Finance
Vice President-Marketing
Area Health Plan Manager

Mid-Atlantic States Region

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager

Texas Region

Senior Vice President
Associate Regional Manager
Regional Controller
Health Plan Manager

Northeast Region

Senior Vice President
Regional Manager-Performance and Quality Initiatives
Regional Controller

North Carolina Region

Senior Vice President
Executive Director for Health Plan Operations, Charlotte Area
Regional Controller and Manager of Strategic Services

Georgia Region

Senior Vice President
Associate Regional Manager
Associate Regional Manager
Acting Associate Regional Manager
Regional Controller

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(December 31, 1994)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Robert J. Erickson	Director, Senior Vice President and Assistant Secretary
<u>Class 1 (term to expire at first regular 1997 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
James A. Vohs	Director and Chairman Emeritus
<u>Class 2 (term to expire at first regular 1995 Board meeting)</u>	
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1996 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

REGULAR OFFICERS:

Richard G. Barnaby	Executive Vice President
Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Theodore M. Carpenter, Jr.	Senior Vice President
Robert M. Crane	Senior Vice President-Interregional Services
Gary Fernandez	Senior Vice President
Sharon Flaherty	Senior Vice President
Michael H. Katcher	Senior Vice President
Cleve Lee Killingsworth, Jr.	Senior Vice President
James A. Lane	Senior Vice President
Dee Jay Mailer	Senior Vice President
Kirk E. Miller	Senior Vice President, General Counsel and Secretary
Kathryn A. Paul	Senior Vice President
Susan E. Porth	Senior Vice President-Corporate Services and Chief Financial Officer
Alan J. Silverstone	Senior Vice President
James B. Williams	Senior Vice President-Strategic Development and Human Resources (effective 1/23/95)

R. Michael Alexander
Frank Alvarez
Cathy D. Anderson
Richard V. Anderson
Cary Badger
Robert E. Baker
David A. Beal
Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Susan E. Garrison
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Denise Honzel
Carol J. Klecker
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy

Judith M. Mears

Marilyn C. Morrish
Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker
Barbara A. West

Vice President
Vice President and Area Manager
Vice President
Vice President-Marketing Support
Vice President and Health Plan Manager
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President and Area Manager
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President-National Marketing Services
Vice President-Communications
Vice President and Senior Consultant
Vice President
Vice President and Area Manager
Vice President
Vice President and Area Manager
Vice President and Director of Business Opportunity
Development
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President and Area Manager
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President

J. Stanley Wood
Steven R. Zatzkin
H. Paul Brandes
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatzkin

Vice President
Vice President-Government Relations
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

GOVERNANCE AND CONDUCT OF BUSINESS COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Henry M. Kaiser
James A. Vohs

STRATEGIC PLANNING COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Dean O. Morton
Daniel O. Wagster

QUALITY COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
William H. Foege, M.D.
David M. Lawrence, M.D.

EXECUTIVE COMMITTEE:

Dean O. Morton, Chairperson
David R. Andrews
Thomas W. Chapman
David M. Lawrence, M.D.
John D. Miller
Robert L. Ridgley
Eugene E. Trefethen (Emeritus)

David G. Pockell

Jerry Fleming

Frank Alvarez

Joyce Berger

Pete Delgado

Ed Glavis

Carol J. Kiecker

Sarah Krevans

Donald Oxley

Vivian Rittenhouse

Cary Badger

Marilyn C. Morrish

Philip N. Newbold

William E. Rose

Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager

Vice President and Associate Regional Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Area Manager

Vice President and Health Plan Manager

Vice President

Vice President-Information Services

Vice President, Regional Controller

and Manager of Financial Services

Vice President, Regional Counsel and Assistant Secretary

Southern California Region

Executive Vice President and Regional Manager

Vice President, Regional Counsel and Assistant Secretary

Vice President-Information Services

Vice President and Regional Controller

Vice President and Manager, Human Resources

Hugh A. Jones

Sandra H. Cox

Thomas Fleishman

Ronald E. Koenke

Sally Newton

Hawaii Region

Senior Vice President and Regional Manager

Health Plan Manager

Regional Controller

Regional Counsel and Assistant Secretary

Dee Jay Mailer

Nolan Namba

Edward S. van Lier Ribbink

Carla Nishimoto

Northwest Region

Senior Vice President

Vice President and Health Plan Manager

Vice President and Regional Controller

Vice President and Regional Medical Services Administrator

Vice President and Planning and Strategic Services Manager

Michael H. Katcher

Denise Honzel

Deborah Stokes

Barbara A. West

E. Timothy Blakely

Ohio Region

Senior Vice President

Vice President and Regional Controller

Vice President and Health Plan Manager

Vice President and Regional Medical Facilities Administrator

Vice President and Director, Planning, Program

Development and Human Resources

Regional Counsel and Assistant Secretary

Cleve Lee Killingsworth, Jr.

David A. Beal

Robert E. Baker

Susan E. Garrison

Ronald C. Wacker

Dinah Seiver

Kathryn A. Paul
R. Michael Alexander
Duane Eason
Steve Tomme
Cathy D. Anderson
Kathryn L. Richman

Kansas City Area

Kathryn A. Paul
Kenneth L. Washington
Duane Eason
Steve Tomme
Edna Rindner

Alan J. Silverstone
Robert Essink
Donna D. Shewbridge
J. Stanley Wood

Sharon Flaherty
James B. Samuel
Malinda Sullivan
Rollin J. Aars

Gary Fernandez
William E. Kramer
Dewey Brown

Theodore M. Carpenter
Anna M. Lore
Tim O'Hare
Daniel E. Soper

Christopher L. Binkley
Herman Weil
Donald Kitajima
Frank Murray, M.D.
Ronald Hostettler
Lee Aurich

Colorado Region

Senior Vice President
Vice President and Regional Medical Services Manager
Vice President-Finance
Vice President-Marketing
Vice President and Manager of Strategic Services
Regional Counsel and Assistant Secretary

Senior Vice President
Associate Regional Manager
Vice President-Finance
Vice President-Marketing
Area Health Plan Manager

Mid-Atlantic States Region

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager
Vice President and Regional Controller

Texas Region

Senior Vice President
Associate Regional Manager
Regional Controller
Health Plan Manager

Northeast Region

Senior Vice President
Regional Manager-Performance and Quality Initiatives
Regional Controller

North Carolina Region

Senior Vice President
Executive Director for Health Plan Operations, Triangle Area
Executive Director for Health Plan Operations, Charlotte Area
Regional Controller and Manager of Strategic Services

Georgia Region

Senior Vice President
Associate Regional Manager
Associate Regional Manager
Acting Associate Regional Manager
Health Plan Manager
Regional Controller

L. Jerome Ashford
Cary Badger
Robert E. Baker
David A. Beal
Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Thomas S. Fischer
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Susan E. Garrison
Ed Glavis
Mark Hellender
James H. Hill
Rand Holt
Denise Honzel
Carol J. Kiecker
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy
Judith M. Mears

Marilyn C. Morrish
Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker
Barbara A. West
Alva Wheatley
J. Stanley Wood
Steven R. Zatkin

Vice President
Vice President and Health Plan Manager
Vice President
Vice President
Vice President and Area Manager
Vice President
Vice President-Labor Relations
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President and Area Manager
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President-Management Information
Vice President
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President-National Marketing Services
Vice President-Communications
Vice President and Senior Consultant
Vice President
Vice President and Area Manager
Vice President
Vice President and Area Manager
Vice President
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President and Area Manager
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President-Government Relations

H. Paul Brandes
Milton I. Cooper
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatzkin

Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

EXECUTIVE COMMITTEE:

James A. Vohs, Chairperson
William H. Foege, M.D., M.P.H.
David M. Lawrence, M.D.
John D. Miller
Mary E. Reres, Ed.D.
Robert L. Ridgley

AUDIT REVIEW COMMITTEE:

Henry M. Kaiser, Chairperson
Daniel P. Garcia
Robert L. Ridgley
James A. Vohs

BOARD COMPOSITION COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
David R. Andrews
Thomas W. Chapman
William H. Foege, M.D., M.P.H.
Daniel P. Garcia
David M. Lawrence, M.D.
Dean O. Morton
Daniel O. Wagster

EXECUTIVE REVIEW COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Thomas W. Chapman
John D. Miller
Dean O. Morton
Eugene E. Trefethen (Emeritus)

FACILITIES COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Henry M. Kaiser
Mary E. Reres, Ed.D.
Daniel O. Wagster

FINANCE COMMITTEE

James A. Vohs, Chairperson
David R. Andrews
Robert J. Erickson
Daniel P. Garcia
Henry M. Kaiser
John D. Miller

QUALITY OF CARE COMMITTEE:

David M. Lawrence, M.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
Dean O. Morton
William H. Foege, M.D., M.P.H.
Mary E. Reres, Ed.D.

David G. Pockell
Jerry Fleming
J. Michael Leahy
Frank Alvarez
Joyce Berger
Pete Delgado
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Vivian Rittenhouse
Cary Badger
Marilyn C. Morrish
Philip N. Newbold
William E. Rose

Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Health Plan Manager
Vice President
Vice President-Information Services
Vice President, Regional Controller
and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

Southern California Region

Hugh A. Jones
L. Jerome Ashford
Sandra H. Cox
Thomas Fleishman
Ronald E. Koeneke
Sally Newton

Executive Vice President and Regional Manager
Vice President and Health Plan Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President and Regional Controller
Vice President and Manager, Human Resources

Hawaii Region

Dee Jay Mailer
Nolan Namba
Edward S. van Lier Ribbink
Carla Nishimoto

Senior Vice President and Regional Manager
Health Plan Manager
Regional Controller
Regional Counsel and Assistant Secretary

Northwest Region

Michael H. Katcher
Denise Honzel
Deborah Stokes
Barbara A. West
E. Timothy Blakely

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
Vice President and Planning and Strategic Services Manager

Ohio Region

Cleve Lee Killingsworth, Jr.
David A. Beal
Robert E. Baker
Susan E. Garrison
Ronald C. Wacker

Dinah Seiver

Senior Vice President
Vice President and Regional Controller
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Administrator
Vice President and Director, Planning, Program
Development and Human Resources
Regional Counsel and Assistant Secretary

Kathryn A. Paul
R. Michael Alexander
Duane Eason
Steve Tomme
Cathy D. Anderson
Kathryn L. Richman

Colorado Region

Senior Vice President
Vice President and Regional Medical Services Manager
Vice President and Regional Controller
Vice President and Health Plan Manager
Vice President and Manager of Strategic Services
Regional Counsel and Assistant Secretary

Kansas City Area

Kathryn A. Paul
Kenneth L. Washington
Mark Corcoran
Edna Rindner

Senior Vice President
Associate Regional Manager
Regional Controller
Health Plan Manager

Alan J. Silverstone
Robert Essink
Donna D. Shewbridge
J. Stanley Wood

Mid-Atlantic States Region

Senior Vice President
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager
Vice President and Regional Controller

Sharon Flaherty
James B. Samuel
Malinda Sullivan

Texas Region

Senior Vice President
Associate Regional Manager
Regional Controller

Gary Fernandez
William E. Kramer
J. Rick Newsome

Northeast Region

Senior Vice President
Health Plan Manager
Regional Controller

Theodore M. Carpenter
Anna M. Lore
Daniel E. Soper

North Carolina Region

Senior Vice President
Executive Director for Health Plan Operations, Triangle Area
Regional Controller

Christopher L. Binkley
Herman Weil
Donald Kitajima
Ronald Hostettler
Lee Aurich

Georgia Region

Senior Vice President
Associate Regional Manager
Associate Regional Manager
Health Plan Manager
Regional Controller

KAISER FOUNDATION HOSPITALS
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(SEPTEMBER 30, 1994)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus
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Ex Officio Director

David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
--------------------------------	--

Designated Director

Robert J. Erickson	Director, Senior Vice President and Assistant Secretary
---------------------------	--

Class 1 (term to expire at first regular 1997 Board meeting)

Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
James A. Vohs	Director and Chairman Emeritus

Class 2 (term to expire at first regular 1995 Board meeting)

Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director

Class 3 (term to expire at first regular 1996 Board meeting)

David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

REGULAR OFFICERS:

Richard G. Barnaby	Executive Vice President
Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Theodore M. Carpenter, Jr.	Senior Vice President
Robert M. Crane	Senior Vice President-Interregional Services
Gary Fernandez	Senior Vice President
Sharon Flaherty	Senior Vice President
Michael H. Katcher	Senior Vice President
Cleve Lee Killingsworth, Jr.	Senior Vice President
James A. Lane	Senior Vice President
Dee Jay Mailer	Senior Vice President
Kathryn A. Paul	Senior Vice President
Susan E. Porth	Senior Vice President-Corporate Services
Alan J. Silverstone	Senior Vice President
R. Michael Alexander	Vice President
Frank Alvarez	Vice President, Area Manager and Hospital Administrator
Cathy D. Anderson	Vice President
Richard V. Anderson	Vice President-Marketing Support
Cary Badger	Vice President
David A. Beal	Vice President

Joyce Berger
E. Timothy Blakely
Alfred D. Bolden
Edgar T. Carlson
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Thomas S. Fischer
Thomas Fleishman
Jerry Fleming
Susan E. Garrison
Ed Glavis
Merwyn R. Greenlick
James H. Hill
Rand Holt
Carol J. Kiecker
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy
Judith M. Mears

Marilyn C. Morrish
Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Bernard Tyson
Ronald C. Wacker
Barbara A. West
Alva Wheatley
J. Stanley Wood
Steven R. Zarkin
H. Paul Brandes
Milton I. Cooper
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zarkin

Vice President, Area Manager and Hospital Administrator
Vice President
Vice President-Labor Relations
Vice President
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President, Area Manager and Hospital Administrator
Vice President-Interregional Services
Vice President
Vice President
Vice President-Management Information
Vice President
Vice President
Vice President
Vice President, Area Manager and Hospital Administrator
Vice President
Vice President-Communications
Vice President and Senior Consultant
Vice President, Area Manager and Hospital Administrator
Vice President
Vice President, Area Manager and Hospital Administrator
Vice President
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President, Area Manager and Hospital Administrator
Vice President, Area Manager and Hospital Administrator
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President-Government Relations
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(JUNE 30, 1994)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus
<u>Ex Officio Director</u> David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
<u>Designated Director</u> Robert J. Erickson	Director, Senior Vice President and Assistant Secretary
<u>Class 1 (term to expire at first regular 1997 Board meeting)</u>	
Thomas W. Chapman	Director
Henry M. Kaiser	Director
John D. Miller	Director
James A. Vohs	Director and Chairman Emeritus
<u>Class 2 (term to expire at first regular 1995 Board meeting)</u>	
Mary E. Reres, Ed.D.	Director
Robert L. Ridgley	Director
Daniel O. Wagster	Director
<u>Class 3 (term to expire at first regular 1996 Board meeting)</u>	
David R. Andrews	Director
William H. Foege, M.D., M.P.H.	Director
Daniel P. Garcia	Director
Dean O. Morton	Director

REGULAR OFFICERS:

Richard G. Barnaby	Executive Vice President
Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Theodore M. Carpenter, Jr.	Senior Vice President
Robert M. Crane	Senior Vice President-Interregional Services
Gary Fernandez	Senior Vice President
Sharon Flaherty	Senior Vice President
Michael H. Katcher	Senior Vice President
James A. Lane	Senior Vice President
Dee Jay Mailer	Senior Vice President
Kathryn A. Paul	Senior Vice President
Susan E. Porth	Senior Vice President-Corporate Services
Alan J. Silverstone	Senior Vice President
R. Michael Alexander	Vice President
Frank Alvarez	Vice President and Area Manager
Cathy D. Anderson	Vice President
Richard V. Anderson	Vice President-Marketing Support
L. Jerome Ashford	Vice President

Robert E. Baker
David A. Beal
Joyce Berger
Philip L. Berretta
E. Timothy Blakely
Alfred D. Bolden
Harriett W. Clark

Sharon E. Conrow
Sandra H. Cox
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Thomas S. Fischer
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Susan E. Garrison
Ed Glavis
Mark Hellender
Rand Holt
Denise Honzel
Carol J. Kiecker
Ronald E. Koeneke
Sarah Krevans
J. Michael Leahy
Judith M. Mears

Marilyn C. Morrish
Janice K. Murphy
Philip N. Newbold
Sally Newton
Donald Oxley
Vivian Rittenhouse
William E. Rose
Arthur B. Rosenfeld
John Ruml
Sidra K. Seeley

Donna D. Shewbridge
Deborah Stokes
Steve Tomme
Bernard Tyson
Ronald C. Wacker
Barbara A. West
Alva Wheatley
J. Stanley Wood
Steven R. Zatkin
H. Paul Brandes

Vice President
Vice President
Vice President and Area Manager
Vice President, Controller and General Auditor
Vice President
Vice President-Human Resources Programs
Vice President, Assistant General Counsel
and Assistant Secretary
Vice President-Quality
Vice President and Assistant Secretary
Vice President and Area Manager
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President-Management Information
Vice President
Vice President
Vice President
Vice President
Vice President and Area Manager
Vice President-National Marketing Services
Vice President and Senior Consultant
Vice President
Vice President and Area Manager
Vice President
Vice President and Area Manager
Vice President
Vice President, Assistant General Counsel and
Assistant Secretary
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President and Area Manager
Vice President and Area Manager
Vice President
Vice President and Assistant Secretary
Vice President-Performance Analysis
Vice President-Operations Consulting and
Support Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President-Government Relations
Assistant Secretary

**Milton I. Cooper
Carla Nishimoto
Kathryn L. Richman
Gail N. Rubinfeld
Dinah Seiver
Carlos Zaragoza
Victoria B. Zatzkin**

**Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary**

EXECUTIVE COMMITTEE:

James A. Vohs, Chairperson
William H. Foege, M.D., M.P.H.
David M. Lawrence, M.D.
John D. Miller
Mary E. Reres, Ed.D.
Robert L. Ridgley

AUDIT REVIEW COMMITTEE:

Henry M. Kaiser, Chairperson
Daniel P. Garcia
Robert L. Ridgley
James A. Vohs

BOARD COMPOSITION COMMITTEE:

Mary E. Reres, Ed.D., Chairperson
David R. Andrews
Thomas W. Chapman
William H. Foege, M.D., M.P.H.
Daniel P. Garcia
David M. Lawrence, M.D.
Dean O. Morton
Daniel O. Wagster

EXECUTIVE REVIEW COMMITTEE:

Robert L. Ridgley, Chairperson
David R. Andrews
Thomas W. Chapman
John D. Miller
Dean O. Morton
Eugene E. Trefethen (Emeritus)

FACILITIES COMMITTEE:

John D. Miller, Chairperson
Daniel P. Garcia
Henry M. Kaiser
Mary E. Reres, Ed.D.
Daniel O. Wagster

FINANCE COMMITTEE

James A. Vohs, Chairperson
David R. Andrews
Robert J. Erickson
Daniel P. Garcia
Henry M. Kaiser
John D. Miller

QUALITY OF CARE COMMITTEE:

David M. Lawrence, M.D., Chairperson
Thomas W. Chapman
Robert J. Erickson
Dean O. Morton
William H. Foege, M.D., M.P.H.
Mary E. Reres, Ed.D.

David G. Pockell
Jerry Fleming
J. Michael Leahy
Frank Alvarez
Joyce Berger
Pete Delgado
Ed Glavis
Carol J. Kiecker
Sarah Krevans
Donald Oxley
Vivian Rittenhouse
Marilyn C. Morrish
Philip N. Newbold
William E. Rose

Arthur B. Rosenfeld

Northern California Region

Executive Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Associate Regional Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President and Area Manager
Vice President
Vice President-Information Services
Vice President, Regional Controller
and Manager of Financial Services
Vice President, Regional Counsel and Assistant Secretary

Southern California Region

Hugh A. Jones
L. Jerome Ashford
Sandra H. Cox
Thomas Fleishman
Ronald E. Koeneke
Sally Newton

Executive Vice President and Regional Manager
Vice President and Health Plan Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President and Regional Controller
Vice President and Manager, Human Resources

Hawaii Region

Dee Jay Mailer
Nolan Namba
Edward S. van Lier Ribbink
Carla Nishimoto

Senior Vice President and Regional Manager
Health Plan Manager
Regional Controller
Regional Counsel and Assistant Secretary

Northwest Region

Michael H. Katcher
Denise Honzel
Deborah Stokes
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Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
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Vice President and Health Plan Manager
Vice President and Manager of Strategic Services
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Regional Controller
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Vice President and Regional Medical Facilities Manager
Vice President and Regional Controller

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Regional Controller

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Health Plan Manager
Regional Controller

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Georgia Region

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Associate Regional Manager
Health Plan Manager
Regional Controller

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(March 31, 1994)

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Assistant Secretary

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Vice President and Associate Regional Manager
Vice President and Regional Administrator
Vice President and Regional Administrator
Vice President-Human Resource Systems
Vice President-Information Services
Vice President, Regional Controller
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Regional Controller

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Mark Corcoran
Edna Rindner

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Associate Regional Manager
Regional Controller
Health Plan Manager

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(December 31, 1993)

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Assistant Secretary

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Vice President and Associate Regional Manager
Vice President and Regional Administrator
Vice President and Regional Administrator
Vice President-Human Resource Systems
Vice President and Regional Administrator
Vice President-Information Services
Vice President, Regional Controller
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Vice President, Regional Counsel and Assistant Secretary

Southern California Region

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Vice President and Health Plan Manager
Vice President, Regional Counsel and Assistant Secretary
Vice President-Information Services
Vice President and Regional Controller
Vice President and Manager, Human Resources

Hawaii Region

Vice President and Regional Manager
Health Plan Manager
Regional Controller
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Northwest Region

Senior Vice President and Regional Manager
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Services Administrator
Vice President and Planning and Strategic Services Manager

Ohio Region

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Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical Facilities Administrator
Vice President and Director, Planning, Program
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Regional Counsel and Assistant Secretary

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Vice President and Regional Controller

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Associate Regional Manager
Health Plan Manager
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Health Plan Manager
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Regional Controller

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Associate Regional Manager
Associate Regional Manager
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Associate Regional Manager
Regional Controller
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Carla Nishimoto
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Dinah Selver
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Wayne R. Moon
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Executive Vice President and Regional Manager
Vice President and Manager of
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Vice President and Regional Administrator
Vice President and Health Plan Manager
Vice President and Regional Administrator
Vice President-Hospitals and Planning
Vice President-Human Resource Systems
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Vice President-Information Services
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Pete Delgado	Vice President and Regional Administrator
Jerry Fleming	Vice President and Health Plan Manager
Carol J. Klecker	Vice President and Regional Administrator
J. Michael Leahy	Vice President-Hospitals and Planning
Marilyn C. Morrish	Vice President-Human Resource Systems
Joseph E. Mulroy	Vice President and Regional Administrator
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William E. Rose	Vice President, Regional Controller and Manager of Financial Services
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Edna Rindner

Kansas City Region

Vice President and Regional Manager
Regional Controller
Health Plan Manager

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(January 1, 1993)

DIRECTORS (Fourteen authorized) and OFFICERS:

Daniel P. Garcia
✓Henry M. Kaiser
✓David M. Lawrence, M.D.

✓Nancy Hicks Maynard
✓John D. Miller
✓Wayne R. Moon
✓Mary E. Reres, Ed.D.
✓Robert L. Ridgley
✓E. E. Trefethen, Jr.
✓James A. Vohs
✓Daniel O. Wagster

Director
Director
Director, Chairman of the Board
and Chief Executive Officer
Director
Director
Director, President and Chief Operating Officer
Director
Director
Honorary Director and Vice Chairman Emeritus
Director and Chairman Emeritus
Director and Senior Vice President

REGULAR OFFICERS:

✓Hugh A. Jones
✓David G. Pockell
✓Christopher L. Binkley
✓Robert M. Crane
✓Robert J. Erickson
✓Michael H. Katcher
✓James A. Lane
✓Kathryn A. Paul
✓Jerry Phelan
✓Susan E. Porth
✓Alan J. Silverstone
R. Michael Alexander
✓Richard V. Anderson
L. Jerome Ashford
Robert E. Baker
Richard Barnaby
David A. Beal
✓Phillip L. Berretta
Robert L. Biblo
✓Jan Blumer
✓Alfred D. Bolden
✓Theodore M. Carpenter, Jr.
Sharon E. Conrow
✓Sandra H. Cox

Executive Vice President
Executive Vice President
Senior Vice President
Senior Vice President-Quality Management
Senior Vice President and Assistant Secretary
Senior Vice President
Senior Vice President-Policy and Planning
Senior Vice President
Senior Vice President, General Counsel and Secretary
Senior Vice President-Finance
Senior Vice President
Vice President
Vice President-Medical Economics and Statistics
Vice President
Vice President
Vice President
Vice President
Vice President, Controller and General Auditor
Vice President
Vice President
Vice President-Human Resources Programs
Vice President
Vice President-Quality
Vice President and Assistant Secretary

Directors, Officers and Committees

Linda L. Davis
 Pete Delgado
 ✓ Andrew W. Dubill
 ✓ Michael M. Dudley
 Duane Eason
 Robert Essink
 Gary Fernandez
 ✓ Thomas S. Fischer
 ✓ Sharon Flaherty
 Dennis Flatt
 Thomas Fleishman
 ✓ Jerry Fleming
 ✓ Richard B. Froh
 Susan E. Garrison
 ✓ Mark Hellender
 Rand Holt
 ✓ Denise Honzel
 Carol J. Kiecker
 ✓ Ronald E. Koeneke
 ✓ J. Michael Leahy
 Marilyn C. Morrish
 ✓ Joseph E. Mulroy
 ✓ Janice K. Murphy
 Sally Newton
 Philip N. Newbold
 ✓ William E. Rose
 ✓ Arthur B. Rosenfeld
 John Ruml
 Donna D. Shewbridge
 Cora M. Tellez
 Steve Tomme
 ✓ Alvin W. Washington
 Barbara A. West
 ✓ Alva Wheatley
 J. Stanley Wood
 ✓ Steven R. Zatzkin
 H. Paul Brandes
 Harriett W. Clark
 Milton I. Cooper
 Judith M. Mears
 Carla Nishimoto
 Kathryn L. Richman
 Gail N. Rubinfeld
 Dinah Seiver
 Carlos Zaragoza
 Victoria B. Zatzkin

Vice President-Public and Community Relations
 Vice President
 Vice President-Interregional Services
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President-Management Information
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President-National Marketing Services
 Vice President and Senior Consultant
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President and Treasurer
 Vice President
 Vice President
 Vice President
 Vice President and Assistant Secretary
 Vice President-Financial Planning and Analysis
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President
 Vice President-Government Relations
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary
 Assistant Secretary

EXECUTIVE COMMITTEE:

James A. Vohs, Chairperson
David M. Lawrence, M.D.
Wayne R. Moon
Mary E. Reres, Ed.D.

AUDIT REVIEW COMMITTEE:

Henry M. Kaiser, Chairperson
Robert L. Ridgley

FACILITIES COMMITTEE:

John D. Miller, Chairperson
Henry M. Kaiser
Mary E. Reres, Ed.D.

QUALITY OF CARE COMMITTEE:

David M. Lawrence, M.D., Chairperson
Nancy Hicks Maynard
Mary E. Reres, Ed.D.

COMMITTEE ON BOARD COMPOSITION:

Mary E. Reres, Ed.D., Chairperson
David M. Lawrence, M.D.
Nancy Hicks Maynard

EXECUTIVE REVIEW COMMITTEE:

John D. Miller
Robert L. Ridgley

David G. Pockell
Jan Blumer

Pete Delgado
Jerry Fleming
Carol J. Kiecker
J. Michael Leahy
Marilyn C. Morrish
Joseph E. Mulroy
Philip N. Newbold
William E. Rose

Arthur B. Rosenfeld

Hugh A. Jones
L. Jerome Ashford
Sandra H. Cox

Sharon Flaherty

Thomas Fleishman
Ronald E. Koeneke
Sally Newton

Cora M. Tellez
David C. Dunlap
Carla Nishimoto

Michael H. Katcher
Denise Honzel
Barbara A. West

Kathryn A. Paul
Robert E. Baker
David A. Beal
Susan E. Garrison

Dinah Selver

Christopher L. Binkley
R. Michael Alexander
Duane Eason
Steve Tomme
Kathryn L. Richman

Northern California Region

Executive Vice President and Regional Manager
Vice President and Manager of
Operations Support Services
Vice President and Regional Administrator
Vice President and Health Plan Manager
Vice President and Regional Administrator
Vice President-Hospitals and Planning
Vice President-Human Resource Systems
Vice President and Regional Administrator
Vice President-Information Services
Vice President, Regional Controller
and Manager of Financial Services
Vice President, Regional Counsel
and Assistant Secretary

Southern California Region

Executive Vice President and Regional Manager
Vice President and Health Plan Manager
Vice President, Regional Counsel and
Assistant Secretary
Vice President-Planning and
Support Service Systems
Vice President-Information Services
Vice President and Regional Controller
Vice President and Manager, Human Resources

Hawaii Region

Vice President and Regional Manager
Health Plan Manager
Regional Counsel and Assistant Secretary

Northwest Region

Senior Vice President and Regional Manager
Vice President and Health Plan Manager
Vice President and Regional Medical
Services Administrator

Ohio Region

Senior Vice President and Regional Manager
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional
Medical Facilities Administrator
Regional Counsel and Assistant Secretary

Colorado Region

Senior Vice President and Regional Manager
Vice President and Regional Medical Services Manager
Vice President and Regional Controller
Vice President and Health Plan Manager
Regional Counsel and Assistant Secretary

Alan J. Silverstone
Gary Fernandez
Robert Essink
Donna D. Shewbridge
J. Stanley Wood

Mid-Atlantic States Region

Senior Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager
Vice President and Regional Controller

James B. Samuel
John M. Pinkney
Malinda Sullivan

Texas Region

Acting Regional Manager
Health Plan Manager
Regional Controller

Michael M. Dudley
William J. Cooper
William E. Kramer
J. Rick Newsome

Northeast Region

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager
Regional Controller

Theodore M. Carpenter
Anna M. Lore
Daniel E. Soper

North Carolina Region

Vice President and Regional Manager
Health Plan Manager
Regional Controller

Richard G. Barnaby
Ronald Hostettler
Lee Aurich

Georgia Region

Vice President and Regional Manager
Health Plan Manager
Regional Controller

Robert L. Biblo
Mark Corcoran

Kansas City Region

Vice President and Regional Manager
Regional Controller

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(August 1, 1992)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus of the Board
David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
Wayne R. Moon	Director, President and Chief Operating Officer
James A. Vohs	Director
Henry M. Kaiser	Director
Daniel O. Wagster	Director and Senior Vice President
Mary E. Reres, Ed.D.	Director
Nancy Hicks Maynard	Director
Bruce M. Rockwell	Director
John D. Miller	Director
Jean F. Cornuelle	Director
Robert L. Ridgley	Director
Daniel P. Garcia	Director

REGULAR OFFICERS:

Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Robert M. Crane	Senior Vice President-Quality Management
Robert J. Erickson	Senior Vice President and Assistant Secretary
Michael H. Katcher	Senior Vice President
James A. Lane	Senior Vice President-Policy and Planning
Kathryn A. Paul	Senior Vice President
Jerry Phelan	Senior Vice President, General Counsel and Secretary
Susan E. Porth	Senior Vice President-Finance
Alan J. Silverstone	Senior Vice President
R. Michael Alexander	Vice President
Richard V. Anderson	Vice President-Medical Economics and Statistics
L. Jerome Ashford	Vice President
Robert E. Baker	Vice President
Richard Barnaby	Vice President
David A. Beal	Vice President
Philip L. Berretta	Vice President, Controller and General Auditor
Robert L. Biblo	Vice President
Jan Blumer	Vice President
Alfred D. Bolden	Vice President-Human Resources Programs
Sharon E. Conrow	Vice President-Quality
Sandra H. Cox	Vice President and Assistant Secretary

Linda L. Davis
Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Gary Fernandez
Thomas S. Fischer
Sharon Flaherty
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Susan E. Garrison
Mark Hellender
Rand Holt
Denise Honzel
Margaret H. Jordan
Carol J. Kiecker
Ronald E. Koeneke
J. Michael Leahy
Marilyn C. Morrish
Joseph E. Mulroy
Janice K. Murphy
Sally Newton
Philip N. Newbold
William E. Rose
Arthur B. Rosenfeld
John Ruml
Donna D. Shewbridge
Cora M. Tellez
Steve Tomme
Alvin W. Washington
Barbara A. West
Alva Wheatley
J. Stanley Wood
Steven R. Zatzkin
Theodore M. Carpenter
William J. Cooper
James B. Samuel
H. Paul Brandes
Harriett W. Clark
Milton I. Cooper
Judith M. Mears
Carlos Zaragoza
Victoria B. Zatzkin

Vice President-Public and Community Relations
Vice President
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President
Vice President-Management Information
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President-National Marketing Services
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President and Treasurer
Vice President
Vice President
Vice President
Vice President and Assistant Secretary
Vice President-Financial Planning and Analysis
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President-Government Relations
Associate Regional Manager
Associate Regional Manager
Associate Regional Manager
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

EXECUTIVE COMMITTEE:

James A. Vohs, Chairperson
David M. Lawrence, M.D.
Wayne R. Moon
Mary E. Reres, Ed.D.
Bruce M. Rockwell

AUDIT REVIEW COMMITTEE:

Henry M. Kaiser, Chairperson
Robert L. Ridgley
Bruce M. Rockwell

FACILITIES COMMITTEE:

John D. Miller, Chairperson
Jean F. Cornuelle
Henry M. Kaiser
Mary E. Reres, Ed.D.

QUALITY OF CARE COMMITTEE:

David M. Lawrence, M.D., Chairperson
Nancy Hicks Maynard
Mary E. Reres, Ed.D.
Bruce M. Rockwell

COMMITTEE ON BOARD COMPOSITION:

Mary E. Reres, Ed.D., Chairperson
David M. Lawrence, M.D.
Nancy Hicks Maynard
Bruce M. Rockwell

EXECUTIVE REVIEW COMMITTEE:

Bruce M. Rockwell, Chairperson
John D. Miller
Robert L. Ridgley

Northern California Region

David G. Pockell	Executive Vice President and Regional Manager
Jan Blumer	Vice President and Manager of Operations Support Services
Pete Delgado	Vice President and Regional Administrator
Jerry Fleming	Vice President and Health Plan Manager
Carol J. Kiecker	Vice President and Regional Administrator
J. Michael Leahy	Vice President-Hospitals and Planning
Marilyn C. Morrish	Vice President-Human Resource Systems
Joseph E. Mulroy	Vice President and Regional Administrator
Philip N. Newbold	Vice President-Information Services
William E. Rose	Vice President, Regional Controller and Manager of Financial Services
Arthur B. Rosenfeld	Vice President, Regional Counsel and Assistant Secretary

Southern California Region

Hugh A. Jones	Executive Vice President and Regional Manager
L. Jerome Ashford	Vice President and Health Plan Manager
Sandra H. Cox	Vice President, Regional Counsel and Assistant Secretary
Sharon Flaherty	Vice President-Planning and Support Service Systems
Thomas Fleishman	Vice President-Information Services
Ronald E. Koeneke	Vice President and Regional Controller

Hawaii Region

Cora M. Tellez	Vice President and Regional Manager
David C. Dunlap	Health Plan Manager
Carla Nishimoto	Regional Counsel
Deborah Stokes	Regional Controller

Northwest Region

Michael H. Katcher	Senior Vice President and Regional Manager
Rand Holt	Vice President and Regional Controller
Denise Honzel	Vice President and Health Plan Manager
Barbara A. West	Vice President and Regional Medical Services Administrator

Ohio Region

Kathryn A. Paul	Senior Vice President and Regional Manager
Robert E. Baker	Vice President and Health Plan Manager
David A. Beal	Vice President and Regional Controller
Susan E. Garrison	Vice President and Regional Medical Facilities Administrator
Dinah Seiver	Regional Counsel

Colorado Region

Christopher L. Binkley	Senior Vice President and Regional Manager
R. Michael Alexander	Vice President and Regional Medical Services Manager
Duane Eason	Vice President and Regional Controller
Steve Tomme	Vice President and Health Plan Manager

Alan J. Silverstone
Gary Fernandez
Robert Essink
Donna D. Shewbridge
J. Stanley Wood

Mid-Atlantic States Region

Senior Vice President and Regional Manager
Vice President and Associate Regional Manager
Vice President and Health Plan Manager
Vice President and Regional Medical Facilities Manager
Vice President and Regional Controller

Margaret H. Jordan
James B. Samuel
John M. Pinkney
Malinda Sullivan

Texas Region

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager
Regional Controller

Michael M. Dudley
William J. Cooper
William E. Kramer
J. Rick Newsome

Northeast Region

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager
Regional Controller

Alvin W. Washington
Theodore M. Carpenter
Anna M. Lore
Daniel E. Soper

North Carolina Region

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager
Regional Controller

Richard G. Barnaby
Lee Aurich
Ronald Hostettler

Georgia Region

Vice President and Regional Manager
Regional Controller
Health Plan Manager

Robert L. Biblo
Mark Corcoran
Dotti Dam

Kansas City Region

Vice President and Regional Manager
Regional Controller
Health Plan Manager

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(July 17, 1992)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus of the Board
David M. Lawrence, M.D.	Director, Chairman of the Board and Chief Executive Officer
Wayne R. Moon	Director, President and Chief Operating Officer
James A. Vohs	Director
Henry M. Kaiser	Director
Daniel O. Wagster	Director and Senior Vice President
Mary E. Reres, Ed. D.	Director
Nancy Hicks Maynard	Director
Bruce M. Rockwell	Director
John D. Miller	Director
Jean F. Cornuelle	Director
Robert L. Ridgley	Director
<i>Daniel P. Garcia</i>	<i>Director</i>

REGULAR OFFICERS:

Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Robert M. Crane	Senior Vice President-Quality Management
Robert J. Erickson	Senior Vice President and Assistant Secretary
Michael H. Katcher	Senior Vice President
James L. Lane	Senior Vice President-Policy and Planning
Kathryn A. Paul	Senior Vice President
Jerry Phelan	Senior Vice President, General Counsel and Secretary
Susan E. Porth	Senior Vice President - Finance
Alan J. Silverstone	Senior Vice President
R. Michael Alexander	Vice President
Richard V. Anderson	Vice President-Medical Economics and Statistics
L. Jerome Ashford	Vice President
Robert E. Baker	Vice President
Richard Barnaby	Vice President
David A. Beal	Vice President
Philip L. Berretta	Vice President, Controller and General Auditor
Robert L. Biblo	Vice President
Alfred D. Bolden	Vice President-Human Resources Programs
Jan Blumer	Vice President
Sharon E. Conrow	Vice President-Quality
Sandra H. Cox	Vice President and Assistant Secretary
Linda L. Davis	Vice President-Public and Community Relations

Pete Delgado
Andrew W. Dubill
Michael M. Dudley
Duane Eason
Robert Essink
Gary Fernandez
Thomas S. Fischer
June Finsterle
Sharon Flaherty
Dennis Flatt
Thomas Fleishman
Jerry Fleming
Richard B. Froh
Susan E. Garrison
Mark Hellender
Rand Holt
Denise Honzel
Margaret H. Jordan
Carol J. Kiecker
Ronald E. Koenke
J. Michael Leahy
Marilyn C. Morrish
Joseph E. Mulroy
Jancie K. Murphy
Philip N. Newbold
Sally Newton
William E. Rose
William P. Rose
Arthur B. Rosenfeld
John Ruml

Donna E. Shewbridge
Cora M. Tellez
Steve Tomme
Alvin W. Washington
Barbara A. West
Alva Wheatley
J. Stanley Wood
Steven R. Zatzkin
William J. Cooper
Theodore M. Carpenter
James B. Samuel
H. Paul Brandes
Harriett W. Clark
Milton I. Cooper
Judith M. Mears
Carlos Zaragoza
Victoria B. Zatzkin

Vice President
Vice President-Interregional Services
Vice President
Vice President
Vice President
Vice President
Vice President-Management Information
Vice President
Vice President
Vice President
Vice President-Information Services
Vice President
Vice President
Vice President
Vice President
Vice President-National Marketing Services
Vice President
Vice President
Vice President
Vice President
Vice President-Human Resource Systems
Vice President
Vice President and Treasurer
Vice President-Information Services
Vice President
Vice President
Vice President
Vice President and Assistant Secretary
Vice President -Financial Planning and
Analysis
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President
Vice President-Government Relations
Associate Regional Manager
Associate Regional Manager
Associate Regional Manager
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary
Assistant Secretary

EXECUTIVE COMMITTEE:

James A. Vohs, Chairperson
Bruce M. Rockwell
Mary E. Reres, Ed.D.
Wayne R. Moon
David M. Lawrence, M.D.

AUDIT REVIEW COMMITTEE:

Henry M. Kaiser, Chairperson
Bruce M. Rockwell
Robert L. Ridgley

FACILITIES COMMITTEE:

John D. Miller, Chairperson
Henry M. Kaiser
Mary E. Reres, Ed.D.
Jean F. Cornuelle

QUALITY OF CARE COMMITTEE:

David M. Lawrence, M.D., Chairperson
Mary E. Reres, Ed.D.
Nancy Hicks Maynard
Bruce M. Rockwell

COMMITTEE ON BOARD COMPOSITION:

Mary E. Reres, Ed.D., Chairperson
David M. Lawrence, M.D.
Nancy Hicks Maynard
Bruce M. Rockwell

EXECUTIVE REVIEW COMMITTEE:

Bruce M. Rockwell, Chairperson
Robert L. Ridgley
John D. Miller

Northern California Region

✓ David G. Pockell	Executive Vice President and Regional Manager
✓ Jan Blumer	Vice President and Manager of Operations Support Services
✓ Pete Delgado	Vice President and Regional Administrator
✓ Jerry Fleming	Vice President and Health Plan Manager
✓ Carol J. Kiecker	Vice President and Regional Administrator
✓ Michael Leahy	Vice President-Hospitals and Planning
✓ Marilyn C. Morrish	Vice President-Human Resource Systems
✓ Joseph E. Mulroy	Vice President and Regional Administrator
✓ Philip N. Newbold	Vice President-Information Services
✓ William E. Rose	Vice President, Regional Controller and Manager of Financial Services
✓ William P. Rose	Vice President and Manager of Executive Development, Management Continuity and Corporate Affairs
✓ Arthur B. Rosenfeld	Vice President and Regional Counsel

Southern California Region

✓ Hugh A. Jones	Executive Vice President and Regional Manager
✓ L. Jerome Ashford	Vice President and Health Plan Manager
✓ Sandra H. Cox	Vice President and Regional Counsel
✓ Sharon Flaherty	Vice President-Planning and Support Services System
✓ Thomas Fleishman	Vice President-Information Services
✓ Ronald E. Koeneke	Vice President and Regional Controller

NW
Hawaii Region

Cora M. Tellez	Vice President and Regional Manager
Denise Honzel NW	Vice President and Health Plan Manager
Rand Holt	Vice President and Regional Controller
Barbara A. West	Vice President and Regional Medical Services Administrator

Ohio Region

Kathryn A. Paul	Senior Vice President and Regional Manager
Robert E. Baker	Vice President and Health Plan Manager
David A. Beal	Vice President and Regional Controller
Susan E. Garrison	Vice President and Regional Medical Facilities Administrator

Colorado Region

Christopher L. Binkley
Duane Eason
Steve Tomme
R. Michael Alexander

Senior Vice President and Regional Manager
Vice President and Regional Controller
Vice President and Health Plan Manager
Vice President and Regional Medical
Services Manager

Mid-Atlantic States Region

Alan J. Silverstone
Gary Fernandez

Robert Essink
J. Stanley Wood
Donna D. Shewbridge

Senior Vice President and Regional Manager
Vice President and Associate Regional
Manager
Vice President and Health Plan Manager
Vice President and Regional Controller
Vice President and Regional Medical
Facilities Manager

Texas Region

Margaret H. Jordan
John M. Pinkney
James B. Samuel

Vice President and Regional Manager
Health Plan Manager
Associate Regional Manager

Connecticut Region

Michael M. Dudley
William J. Cooper
William E. Kramer

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager

New York Region

Michael M. Dudley
William J. Cooper
William E. Kramer

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager

North Carolina Region

Alvin W. Washington
Theodore M. Carpenter
Anna M. Lore

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager

Georgia Region

Richard G. Barnaby
Ronald Hostettler

Vice President and Regional Manager
Health Plan Manager

Kansas City Region

Robert L. Biblo
Dotti Dam

Vice President and Regional Manager
Health Plan Manager

Massachusetts Region

Michael M. Dudley
William J. Cooper
William E. Kramer

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager

Northern California Region

David G. Pockell	Executive Vice President and Regional Manager
William P. Rose	Vice President and Manager of Executive Development, Management Continuity and Corporate Affairs
William E. Rose	Vice President, Regional Controller and Manager of Financial Services
Jerry Fleming	Vice President and Health Plan Manager
Jan Blumer	Vice President and Manager of Operations Support Services
Arthur B. Rosenfeld	Vice President and Regional Counsel
J. Michael Leahy	Vice President-Hospitals and Planning
Pete Delgado	Vice President and Regional Administrator
Carol J. Kiecker	Vice President and Regional Administrator
Joseph E. Mulroy	Vice President and Regional Administrator
Marilyn C. Morrish	Vice President-Human Resource Systems
Philip N. Newbold	Vice President-Information Services

Southern California Region

Hugh A. Jones	Executive Vice President and Regional Manager
L. Jerome Ashford	Vice President and Health Plan Manager
Ronald E. Koeneke	Vice President and Regional Controller
Sharon Flaherty	Vice President-Planning and Support Services Systems
Sandra H. Cox	Vice President and Regional Counsel
Thomas Fleishman	Vice President-Information Services

Hawaii Region

Cora M. Tellez	Vice President and Regional Manager
David C. Dunlap	Health Plan Manager
Deborah Stokes	Regional Controller

Northwest Region

Michael H. Katcher	Senior Vice President and Regional Manager
Denise Honzel	Vice President and Health Plan Manager
Rand Holt	Vice President and Regional Controller

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Barbara A. West

*Vice President and Regional Medical
Services Administrator*

Ohio Region

Kathryn A. Paul	Senior Vice President and Regional Manager
Robert E. Baker	Vice President and Health Plan Manager
David A. Beal	Vice President and Regional Controller
Susan E. Garrison	Vice President and Regional Medical Facilities Administrator

Colorado Region

Christopher L. Binkley	Senior Vice President and Regional Manager
Duane Eason	Vice President and Regional Controller
Steve Tomme	Vice President and Health Plan Manager
Barbara J. Robertson	Vice President and Regional Medical Facilities Manager ? <i>manages facilities and new program development</i>
R. Michael Alexander	<i>VP & Regional Medical Facilities Manager</i>

Mid-Atlantic States Region

Alan J. Silverstone	Senior Vice President and Regional Manager
Gary Fernandez	Vice President and Associate Regional Manager
June Finsterle	Vice President and Associate Regional Manager
Robert Essink	Vice President and Health Plan Manager
J. Stanley Wood	Vice President and Regional Controller
June Finsterle	Vice President and Regional Facilities Administrator
Donna ^B Shewbridge	<i>Vice President & Regional Facilities Manager</i>

Texas Region

Margaret H. Jordan	Vice President and Regional Manager
John M. Pinkney	Health Plan Manager
James B. Samuel	Associate Regional Manager

Connecticut Region

Michael M. Dudley	Vice President and Regional Manager
William J. Cooper	Associate Regional Manager
William E. Kramer	Health Plan Manager

New York Region

Michael M. Dudley	Vice President and Regional Manager
William J. Cooper	Associate Regional Manager
William E. Kramer	Health Plan Manager

North Carolina Region

Alvin W. Washington	Vice President and Regional Manager
Theodore M. Carpenter	Associate Regional Manager
Anna M. Lore	Health Plan Manager

Georgia Region

Richard G. Barnaby
Ronald Hostettler

Vice President and Regional Manager
Health Plan Manager

Kansas City Region

Robert L. Biblo
Dotti Dam

Vice President and Regional Manager
Health Plan Manager

Massachusetts Region

Michael M. Dudley
William J. Cooper
William E. Kramer

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(April 1, 1992)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice
David M. Lawrence, M.D.	Chairman Emeritus of the Board
Wayne R. Moon	Director, Chairman of the Board and
James A. Vohs	Chief Executive Officer
Henry M. Kaiser	Director, President and Chief <i>Operating Officer</i>
Daniel O. Wagster	Director
Mary E. Reres, Ed.D.	Director
Nancy Hicks Maynard	Director and Senior Vice President
Bruce M. Rockwell	Director
John D. Miller	Director
Jean F. Cornuelle	Director
Robert L. Ridgley	Director

REGULAR OFFICERS:

Hugh A. Jones	Executive Vice President
David G. Pockell	Executive Vice President
Christopher L. Binkley	Senior Vice President
Robert M. Crane	Senior Vice President-National
Robert J. Erickson	Accounts and Public Relations
Michael H. Katcher	Senior Vice President and
James A. Lane	Assistant Secretary
Kathryn A. Paul	Senior Vice President
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Michael M. Dudley	Senior Vice President-Finance
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William P. Rose	Vice President and Manager of Executive Development, Management Continuity and Corporate Affairs
William E. Rose	Vice President, Regional Controller and Manager of Financial Services
Jerry Fleming	Vice President and Health Plan Manager
Jan Blumer	Vice President and Manager of Operations Support Services
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David C. Dunlap	Health Plan Manager
Deborah Stokes	Regional Controller

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Denise Honzel	Vice President and Health Plan Manager
Rand Holt	Vice President and Regional Controller

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Robert E. Baker	Vice President and Health Plan Manager
David A. Beal	Vice President and Regional Controller
Susan E. Garrison	Vice President and Regional Medical Facilities Administrator

Colorado Region

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Duane Eason	Vice President and Regional Controller
Steve Tomme	Vice President and Health Plan Manager
Barbara J. Robertson	Vice President and Regional Medical Facilities Manager

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Gary Fernandez	Vice President and Associate Regional Manager
June Finsterle	Vice President and Associate Regional Manager
Robert Essink	Vice President and Health Plan Manager
J. Stanley Wood	Vice President and Regional Controller

Texas Region

Margaret H. Jordan	Vice President and Regional Manager
John M. Pinkney	Health Plan Manager
James B. Samuel	Associate Regional Manager

Connecticut Region

Michael M. Dudley	Vice President and Regional Manager
William J. Cooper	Associate Regional Manager
William E. Kramer	Health Plan Manager

New York Region

Michael M. Dudley	Vice President and Regional Manager
William J. Cooper	Associate Regional Manager
William E. Kramer	Health Plan Manager

North Carolina Region

Alvin W. Washington	Vice President and Regional Manager
Theodore M. Carpenter	Associate Regional Manager
Anna M. Lore	Health Plan Manager

Georgia Region

Richard G. Barnaby
Ronald Hostettler

Vice President and Regional Manager
Health Plan Manager

Kansas City Region

Robert L. Biblo
Dotti Dam

Vice President and Regional Manager
Health Plan Manager

Massachusetts Region

Michael M. Dudley
William J. Cooper
William E. Kramer

Vice President and Regional Manager
Associate Regional Manager
Health Plan Manager

KAISER FOUNDATION HEALTH PLAN, INC.
(A California Nonprofit Corporation)

DIRECTORS, OFFICERS AND COMMITTEES
(January 1, 1991)

DIRECTORS (Fourteen authorized) and OFFICERS:

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John D. Miller	Director
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Robert M. Crane	Senior Vice President-National Accounts and Public Relations
Robert J. Erickson	Senior Vice President, General Counsel and Secretary
Hugh A. Jones	Senior Vice President
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James A. Lane	Senior Vice President-Policy and Planning
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W. J. Lindgren	Vice President-Human Resources Planning and Development

Kaiser Foundation Health Plan, Inc.
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Vice President

Associate Regional Manager

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Assistant Secretary

Assistant Secretary

Assistant Secretary

Assistant Secretary

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Assistant Secretary

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William P. Rose	Vice President and Manager of Executive Development, Management Continuity and Corporate Affairs
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Alva Wheatley	Vice President and Manager of Facilities Development
Jan Blumer	Vice President and Manager of Operations Support Services
Arthur B. Rosenfeld	Vice President and Regional Counsel

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Russell B. Williams	Vice President
L. Jerome Ashford	Vice President and Health Plan Manager
Ronald E. Koeneke	Vice President and Regional Controller
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Sandra H. Cox	Vice President and Regional Counsel

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Cora Tellez	Associate Regional Manager
David C. Dunlap	Health Plan Manager
Deborah Stokes	Regional Controller

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Vice President-Public and
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Vice President

Vice President

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Vice President

Vice President-Government Relations

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Regional Controller

Associate Regional Manager

Associate Regional Manager

Assistant Secretary

Assistant Secretary

Assistant Secretary

Assistant Secretary

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Assistant Secretary

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DIRECTORS, OFFICERS AND COMMITTEES
(April 15, 1991)

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James A. Lane	Senior Vice President-Policy and Planning
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Jan Blumer	Vice President and Manager of Operations Support Services
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Ronald E. Koeneke	Vice President and Regional Controller
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David C. Dunlap	Health Plan Manager
Deborah Stokes	Regional Controller

Northwest Region

Michael H. Katcher	Senior Vice President and Regional Manager
Theodore M. Carpenter	Vice President and Associate Regional Manager
Denise Honzel	Vice President and Health Plan Manager

Ohio Region

Kathryn A. Paul	Vice President and Regional Manager
Robert E. Baker	Health Plan Manager

Colorado Region

Christopher L. Binkley	Vice President and Regional Manager
Steve Tomme	Health Plan Manager

Mid-Atlantic States Region

Alan J. Silverstone	Senior Vice President and Regional Manager
Gary Fernandez	Vice President and Associate Regional Manager
Robert Essink	Vice President and Health Plan Manager

Texas Region

Margaret H. Jordan	Vice President and Regional Manager
John M. Pinkney	Health Plan Manager

Connecticut Region

Michael M. Dudley	Vice President and Regional Manager
William E. Kramer	Health Plan Manager

New York Region

Michael M. Dudley	Vice President and Regional Manager
William E. Kramer	Health Plan Manager

North Carolina Region

Alvin W. Washington	Vice President and Regional Manager
Anna M. Lore	Health Plan Manager

Georgia Region

Richard G. Barnaby	Vice President and Regional Manager
Ronald Hostettler	Health Plan Manager

Kansas City Region

Andrew W. Dubill	Vice President and Regional Manager
Donald L. Cooke	Health Plan Manager

Massachusetts Region

Michael M. Dudley	Vice President and Regional Manager
William E. Kramer	Health Plan Manager

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Nancy Hicks Maynard	Director
Bruce M. Rockwell	Director
John D. Miller	Director
Jean F. Cornuelle	Director
Allen C. Holmes	Director
Manuel R. Caldera	Director
Robert L. Ridgley	Director

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Hugh A. Jones	Senior Vice President
Michael H. Katcher	Senior Vice President
James A. Lane	Senior Vice President-Policy and Planning
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Susan E. Porth	Senior Vice President-Finance
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Edgar T. Carlson	Vice President
Andrew W. Dubill	Vice President
Michael M. Dudley	Vice President
Margaret H. Jordan	Vice President
Kathryn A. Paul	Vice President
Alvin W. Washington	Vice President
Jerry Phelan	Vice President, Associate General Counsel and Assistant Secretary
W. J. Lindgren	Vice President-Human Resources Planning and Development

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Kaiser Foundation Health Plan, Inc.
Directors, Officers and Committees

Page 3

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Richard G. Landis
Daniel O. Wagster

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Northern California Region

David G. Pockell	Senior Vice President and Regional Manager
William P. Rose	Vice President and Manager of Executive Development, Management Continuity and Corporate Affairs
William E. Rose	Vice President, Regional Controller and Manager of Financial Services
Mark Hellender	Vice President and Health Plan Manager
Alva Wheatley	Vice President and Manager of Facilities Development
Jan Blumer	Vice President and Manager of Operations Support Services
Arthur B. Rosenfeld	Vice President and Regional Counsel

Southern California Region

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Russell B. Williams	Vice President and Associate Regional Manager
Ronald E. Koenek	Vice President and Regional Controller
Sharon Flaherty	Vice President-Planning and Support Systems
Sandra H. Cox	Vice President and Regional Counsel

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Cora Tellez	Associate Regional Manager
David C. Dunlap	Health Plan Manager
Deborah Stokes	Regional Controller

Northwest Region

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J. Michael Leahy	Vice President and Health Plan Manager

Ohio Region

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Robert E. Baker	Health Plan Manager

Colorado Region

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L. Jerome Ashford	Health Plan Manager

Mid-Atlantic States Region

Alan J. Silverstone	Senior Vice President and Regional Manager
Gary Fernandez	Vice President and Health Plan Manager

Texas Region

Margaret H. Jordan	Vice President and Regional Manager
John M. Pinkney	Health Plan Manager

Connecticut Region

Michael M. Dudley	Vice President and Regional Manager
Michael A. Elvitsky	Health Plan Manager

New York Region

Michael M. Dudley	Vice President and Regional Manager
Michael Elvitsky	Health Plan Manager

North Carolina Region

Alvin W. Washington	Vice President and Regional Manager
Anna M. Pieters	Health Plan Manager

Georgia Region

Edgar T. Carlson	Vice President and Regional Manager
Ronald Hostettler	Health Plan Manager

Kansas City Region

Andrew W. Dubill	Vice President and Regional Manager
Donald L. Cooke	Health Plan Manager

Massachusetts Region

Michael M. Dudley	Vice President and Regional Manager
Michael Elvitsky	Health Plan Manager

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(April 1, 1990)

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Daniel O. Wagster	and President
Richard G. Landis	Director
Mary E. Reres, Ed.D.	Director, Senior Vice President and
Nancy Hicks Maynard	Regional Manager, Hawaii Region
Bruce M. Rockwell	Director
John D. Miller	Director
Jean F. Cornuelle	Director
Allen C. Holmes	Director
Manuel R. Caldera	Director
Robert L. Ridgley	Director
Wayne R. Moon	Director, Executive Vice President
	and Manager of Operations

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Sharon Flaherty	Vice President and Health Plan Manager
Ronald E. Koeneke	Vice President and Regional Controller
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Cora Tellez	Associate Regional Manager
David C. Dunlap	Health Plan Manager
Deborah Stokes	Regional Controller

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(January 1, 1989)

DIRECTORS (Fourteen authorized) and OFFICERS:

E. E. Trefethen, Jr.	Honorary Director and Vice Chairman Emeritus of the Board
James A. Vohs	Director, Chairman of the Board and President
Mitchell W. Spellman, M.D.	Director
Henry M. Kaiser	Director
Daniel O. Wagster	Director, Senior Vice President and Regional Manager, Hawaii Region
Richard G. Landis	Director
Mary E. Reres, Ed.D.	Director
Nancy Hicks Maynard	Director
Bruce M. Rockwell	Director
John D. Miller	Director
Jean F. Cornuelle	Director
Allen C. Holmes	Director
Manuel R. Caldera	Director
Robert L. Ridgley	Director
Wayne R. Moon	Director, Executive Vice President and Manager of Operations

REGULAR OFFICERS:

Robert M. Crane	Senior Vice President-National Accounts and Public Relations
Robert J. Erickson	Senior Vice President, General Counsel and Secretary
Scott Fleming	Senior Vice President
Hugh A. Jones	Senior Vice President
Michael H. Katcher	Senior Vice President
James A. Lane	Senior Vice President-Policy and Planning
David M. Lawrence, M.D.	Senior Vice President
David G. Pockell	Senior Vice President
Susan E. Porth	Senior Vice President-Finance
Christopher L. Binkley	Vice President
Edgar T. Carlson	Vice President
Andrew W. Dubill	Vice President
Michael M. Dudley	Vice President
Margaret H. Jordan	Vice President
Kathryn A. Paul	Vice President
Alan J. Silverstone	Vice President
Alvin W. Washington	Vice President
Jerry Phelan	Vice President, Associate General Counsel and Assistant Secretary
W. J. Lindgren	Vice President-Human Resources

Kaiser Foundation Health Plan, Inc.
Directors, Officers and Committees

Page 2

Donald A. Duffy

Richard V. Anderson

Philip L. Berretta

Richard B. Froh

John R. Capener

Robert A. Krikorian

Russell B. Williams

William P. Rose

William E. Rose

Ronald E. Koeneke

Joseph V. Criscione

Alfred D. Bolden

Sandra H. Cox

Gretchen R. Seifert

Sharon Flaherty

Theodore M. Carpenter

Mark Hellender

Alva Wheatley

Jan Blumer

J. Michael Leahy

Arthur B. Rosenfeld

William O. Slayman

Thomas S. Fischer

James W. Baldwin

H. Paul Brandes

Milton I. Cooper

Dennis L. Isenburg

Judith M. Mears

Harriett W. Clark

Vice President-Public and
Community Relations

Vice President-Medical
Economics and Statistics

Vice President, Controller and
General Auditor

Vice President

Vice President-Financial Planning
and Analysis

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President and Assistant
Secretary

Vice President-Quality Assurance

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President

Vice President and Assistant
Secretary

Vice President-National Marketing
Services

Vice President-Management
Information

Assistant Secretary

Assistant Secretary

Assistant Secretary

Assistant Secretary

Assistant Secretary

Assistant Secretary

EXECUTIVE COMMITTEE:

James A. Vohs, Chairperson
Mitchell W. Spellman, M.D.
Richard G. Landis
Bruce M. Rockwell
Mary E. Reres, Ed.D.

AUDIT REVIEW COMMITTEE:

Henry M. Kaiser, Chairperson
Bruce M. Rockwell
Allen C. Holmes
Robert L. Ridgley

FACILITIES COMMITTEE:

Mitchell W. Spellman, M.D., Chairperson
Henry M. Kaiser
Mary E. Reres, Ed.D.
Jean F. Cornuelle
Manuel R. Caldera

QUALITY OF CARE COMMITTEE:

Richard G. Landis, Chairperson
Mary E. Reres, Ed.D.
Nancy Hicks Maynard
Bruce M. Rockwell

CONFLICTS OF INTEREST COMMITTEE:

Nancy Hicks Maynard, Chairperson
John D. Miller
Jean F. Cornuelle
Allen C. Holmes

COMMITTEE ON BOARD COMPOSITION:

Mary E. Reres, Ed.D., Chairperson
Richard G. Landis
Mitchell W. Spellman, M.D.
Nancy Hicks Maynard
Bruce M. Rockwell

EXECUTIVE COMPENSATION COMMITTEE:

Bruce M. Rockwell, Chairperson
Richard G. Landis
John D. Miller

FULL EARLY RETIREMENT COMMITTEE:

James A. Vohs, Chairperson
Richard G. Landis
Daniel O. Wagster

Northern California Region

David M. Lawrence, M.D.	Senior Vice President and Regional Manager
William P. Rose	Vice President and Manager of Regional Services
William E. Rose	Vice President, Regional Controller and Manager of Financial Services
Mark Hellender	Vice President and Health Plan Manager
Alva Wheatley	Vice President and Manager of Facilities Development
Jan Blumer	Vice President and Manager of Operations Support Services
Arthur B. Rosenfeld	Vice President and Regional Counsel

Southern California Region

Hugh A. Jones	Senior Vice President and Regional Manager
Russell B. Williams	Vice President and Associate Regional Manager
Sharon Flaherty	Vice President and Health Plan Manager
Ronald E. Koeneke	Vice President and Regional Controller
Robert A. Krikorian	Vice President-Planning and Support Systems
Alfred D. Bolden	Vice President-Human Resources and External Affairs
Sandra H. Cox	Vice President and Regional Counsel

Hawaii Region

Daniel O. Wagster	Senior Vice President and Regional Manager
David C. Dunlap	Health Plan Manager
Peggy Bennett	Regional Controller

Northwest Region

Michael H. Katcher	Senior Vice President and Regional Manager
Theodore M. Carpenter	Vice President and Associate Regional Manager
J. Michael Leahy	Vice President and Health Plan Manager

Ohio Region

Kathryn A. Paul	Vice President and Regional Manager
Robert E. Baker	Health Plan Manager

Colorado Region

David G. Pockell	Senior Vice President
Christopher L. Binkley	Vice President and Regional Manager
L. Jerome Ashford	Health Plan Manager

Mid-Atlantic States Region

David G. Pockell	Senior Vice President
Alan J. Silverstone	Vice President and Regional Manager
Gary Fernandez	Health Plan Manager

Texas Region

David G. Pockell	Senior Vice President
Margaret H. Jordan	Vice President and Regional Manager
John M. Pinkney	Health Plan Manager

Connecticut Region

David G. Pockell	Senior Vice President
Michael M. Dudley	Vice President and Regional Manager
Michael A. Elvitsky	Health Plan Manager

New York Region

David G. Pockell	Senior Vice President
Michael M. Dudley	Vice President and Regional Manager
Michael Elvitsky	Health Plan Manager

North Carolina Region

David G. Pockell	Senior Vice President
Alvin W. Washington	Vice President and Regional Manager
Anna M. Pieters	Health Plan Manager

Georgia Region

David G. Pockell	Senior Vice President
Edgar T. Carlson	Vice President and Regional Manager
Ronald Hostettler	Health Plan Manager

Kansas City Region

David G. Pockell	Senior Vice President
Andrew W. Dubill	Vice President and Regional Manager
Donald L. Cooke	Health Plan Manager

Massachusetts Region

David G. Pockell	Senior Vice President
Michael M. Dudley	Vice President and Regional Manager

Issuing Office: **CHICAGO**
Title Company
300 SOUTH GRAND, SUITE 700
LOS ANGELES, CA 90071
(213) 617-6300

KAISER FOUNDATION HEALTH PLAN
393 E. WALNUT
PASADENA, CALIFORNIA 91188

FAX:

ATTN: JEFF LAMBERT

Your Ref:
Order Ref: KAISER FOUNDATION HEA
Order No: 9131579 -61

Dated as of November 13, 1991 at 7:30 A.M.

In response to the above referenced application for a policy of title insurance,
CHICAGO TITLE COMPANY

hereby reports that it is prepared to issue, or cause to be issued, as of the date hereof, a Policy or Policies of Title Insurance describing the land and the estate or interest therein hereinafter set forth, insuring against loss which may be sustained by reason of any defect, lien or encumbrance not shown or referred to as an Exception in Schedule B or not excluded from coverage pursuant to the printed Schedules, Conditions and Stipulations of said Policy forms.

The printed Exceptions and Exclusions from the coverage of said Policy or Policies are set forth in the attached list. Copies of the policy forms should be read. They are available from the office which issued this report.

THIS REPORT (AND ANY SUPPLEMENTS OR AMENDMENTS HERETO) IS ISSUED SOLELY FOR THE PURPOSE OF FACILITATING THE ISSUANCE OF A POLICY OF TITLE INSURANCE AND NO LIABILITY IS ASSUMED HEREBY. IF IT IS DESIRED THAT LIABILITY BE ASSUMED PRIOR TO THE ISSUANCE OF A POLICY OF TITLE INSURANCE, A BINDER OR COMMITMENT SHOULD BE REQUESTED.

The form of policy of title insurance contemplated by this report is:

	Standard Coverage	Extended Coverage
California Land Title Association Standard Coverage Policy	<input type="checkbox"/>	<input type="checkbox"/>
American Land Title Association Owner's Policy	<input type="checkbox"/>	<input type="checkbox"/>
A.L.T.A. Residential Title Insurance Policy	<input type="checkbox"/>	<input type="checkbox"/>
American Land Title Association Loan Policy	<input type="checkbox"/>	<input type="checkbox"/>
Other:	<input type="checkbox"/>	<input type="checkbox"/>

Title Officer, GLOVER/MCKINNON 617-6389

KP-EPA000259

SCHEDULE A

1. The estate or interest in the land hereinafter described or referred to covered by this report is:

A FEE

2. Title to said estate or interest at the date hereof is vested in:

KAISER FOUNDATION HEALTH PLAN, INC., A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION.

3. The land referred to in this report is situated in the State of California,
County of LOS ANGELES and is described as follows:

PARCEL "A", IN THE CITY OF LOS ANGELES, COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP L.A. NO. 2128, FILED IN BOOK 30 PAGE 86 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

KP-EPA000260

SCHEDULE B

At the date hereof exceptions to coverage in addition to the printed Exceptions and Exclusions in the policy form designated on the face page of this report would be as follows:

- A 1. PROPERTY TAXES, INCLUDING ANY PERSONAL PROPERTY TAXES AND ANY ASSESSMENTS COLLECTED WITH TAXES, FOR THE FISCAL YEAR 1991-1992.

1ST INSTALLMENT: \$77,148.62
PENALTY: \$7,714.86 (DUE AFTER DECEMBER 10)
2ND INSTALLMENT: \$77,148.61
PENALTY AND COST: \$7,724.86 (DUE AFTER APRIL 10)
HOMEOWNERS
EXEMPTION: \$NONE
CODE AREA: 0013
ASSESSMENT NO: 2320-001-018

- B 2. THE LIEN OF SUPPLEMENTAL TAXES, IF ANY, ASSESSED PURSUANT TO THE PROVISIONS OF CHAPTER 3.5 (COMMENCING WITH SECTION 75) OF THE REVENUE AND TAXATION CODE OF THE STATE OF CALIFORNIA.

- C 3. IF REAL PROPERTY TAXES ARE TO BE ADVANCED THROUGH THIS ORDER IN A TIMELY AND EFFICIENT MANNER, THIS OFFICE SHOULD BE SENT THE ORIGINAL TAX BILLS WHICH ARE IN THE POSSESSION OF THE OWNER(S) PRIOR TO THE CLOSE OF THIS TRANSACTION AND/OR FIVE DAYS PRIOR TO THE DUE DATE. THIS GREATLY MINIMIZES MISPOSTINGS AND REDUCES FUTURE COMPLAINTS TO THE ESCROW AND TITLE COMPANY.

SUBESCROW FUNDS WILL BE USED TO PAY ANY TAXES THAT WILL BE ADVANCED THROUGH THIS TRANSACTION. IF NO SUBESCROW IS CONTEMPLATED, THEN PRIOR TO CLOSING, CHICAGO TITLE MUST BE PROVIDED WITH A CHECK FROM THE ESCROW TO PAY THE TAXES. THE CHECK MUST BE MADE PAYABLE TO "LOS ANGELES COUNTY TAX COLLECTOR". ONLY ESCROW CHECKS OR CERTIFIED FUNDS WILL BE ACCEPTED.

- D 4. AN EASEMENT FOR THE PURPOSE SHOWN BELOW AND RIGHTS INCIDENTAL THERETO AS SET FORTH IN A DOCUMENT

GRANTED TO: CITY OF LOS ANGELES
PURPOSE: POLES, WIRES AND CABLES
RECORDED: IN BOOK 18710 PAGE 279, OFFICIAL RECORDS
AFFECTS: THAT PORTIONS OF SAID LAND, AS MORE PARTICULARLY DESCRIBED THEREIN.

- F 5. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS THEREIN

EXECUTED BY: BENDIX AVIATION CORPORATION
IN FAVOR OF: CITY OF LOS ANGELES

KP-EPA000261

**SCHEDULE B
(continued)**

RECORDED: NOVEMBER 7, 1951 AS INSTRUMENT NO. 3030, IN BOOK
37593 PAGE 197, OFFICIAL RECORDS

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

G THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS
AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES
ITS TERMINATION.

H 6. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS
THEREIN

EXECUTED BY: BENDI AVIATION CORP.
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: JULY 12, 1954 AS INSTRUMENT NO. 2732, IN BOOK 45036
PAGE 256, OFFICIAL RECORDS

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

I THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS
AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES
ITS TERMINATION.

J 7. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS
THEREIN

EXECUTED BY: HOME SAVINGS & LOAN ASSOC.
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: APRIL 2, 1974 AS INSTRUMENT NO. 2156

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

K THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS
AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES
ITS TERMINATION.

L 8. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS
THEREIN

EXECUTED BY: HOME SAVINGS OF AMERICA
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: JULY 5, 1985 AS INSTRUMENT NO. 85-777533

**SCHEDULE B
(continued)**

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

M THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS
AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES
ITS TERMINATION.

N 9. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS
THEREIN

EXECUTED BY: HOME SAVINGS OF AMERICA, A FEDERAL SAVINGS AND LOAN
ASSOCIATION
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: FEBRUARY 27, 1986 AS INSTRUMENT NO. 86-256985

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

O THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS
AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES
ITS TERMINATION.

P 10. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS
THEREIN

EXECUTED BY: KAISER FOUNDATION HEALTH PLAN, INC.
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: JUNE 11, 1991 AS INSTRUMENT NO. 91-873946

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

Q THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS
AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES
ITS TERMINATION.

R 11. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS
THEREIN

EXECUTED BY: KAISER FOUNDATION HEALTH PLAN, INC.
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: AUGUST 9, 1991 AS INSTRUMENT NO. 91-1254529

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

**SCHEDULE B
(continued)**

S THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES ITS TERMINATION.

T 12. A COVENANT AND AGREEMENT UPON AND SUBJECT TO THE TERMS AND CONDITIONS THEREIN

EXECUTED BY: KAISER FOUNDATION HEALTH PLAN INC.
IN FAVOR OF: CITY OF LOS ANGELES
RECORDED: SEPTEMBER 30, 1991 AS INSTRUMENT NO. 91-1539406

REFERENCE IS MADE TO SAID DOCUMENT FOR FULL PARTICULARS.

U THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE PROPER GOVERNMENT AGENCY APPROVES ITS TERMINATION.

V 13. ANY RIGHT OF THE UNITED STATES TO RECOVER FUNDS FROM THE OWNER OR FROM ANY TRANSFEREE OF SAID LAND, OR OF ANY PORTION THEREON, BY REASON OF THE ADVANCE OF FEDERAL FUNDS INCLUDING, BUT NOT LIMITED TO, THOSE AUTHORIZED UNDER HILL BURTON ACT.

W NOTE NO. 1: IF THIS COMPANY IS REQUESTED TO DISBURSE FUNDS IN CONNECTION WITH THIS TRANSACTION, CHAPTER 598, STATUTES OF 1989 MANDATES HOLD PERIODS FOR CHECKS DEPOSITED TO ESCROW OR SUB-ESCROW ACCOUNTS. THE MANDATORY HOLD PERIOD FOR CASHIER'S CHECKS, CERTIFIED CHECKS AND TELLER'S CHECKS IS ONE BUSINESS DAY AFTER THE DAY DEPOSITED. OTHER CHECKS REQUIRE A HOLD PERIOD OF FROM THREE TO SEVEN BUSINESS DAYS AFTER THE DAY DEPOSITED. IN THE EVENT THAT THE PARTIES TO THE CONTEMPLATED TRANSACTION WISH TO RECORD PRIOR TO THE TIME THAT THE FUNDS ARE AVAILABLE FOR DISBURSEMENT (AND SUBJECT TO COMPANY APPROVAL), THE COMPANY WILL REQUIRE THE PRIOR WRITTEN CONSENT OF THE PARTIES. UPON REQUEST, A FORM ACCEPTABLE TO THE COMPANY AUTHORIZING SAID EARLY RECORDING MAY BE PROVIDED TO ESCROW FOR EXECUTION.

WIRE TRANSFERS

THERE IS NO MANDATED HOLD PERIOD FOR FUNDS DEPOSITED BY CONFIRMED WIRE TRANSFER. THE COMPANY MAY DISBURSE SUCH FUNDS THE SAME DAY.

CHICAGO TITLE WILL DISBURSE BY WIRE (WIRE-OUT) ONLY COLLECTED FUNDS OR FUNDS RECEIVED BY CONFIRMED WIRE (WIRE-IN). THE FEE FOR EACH WIRE-OUT IS \$25.00. THE COMPANY'S WIRE-IN INSTRUCTIONS ARE:

WIRE-IN INSTRUCTIONS FOR SECURITY PACIFIC

KP-EPA000264

SCHEDULE B
(continued)

TO: SECURITY PACIFIC NATIONAL BANK
333 SOUTH HOPE STREET
LOS ANGELES, CA 90051

ABA #122000043

FOR THE CREDIT OF:

CHICAGO TITLE COMPANY
1717 WALNUT GROVE
ROSEMEAD, CA. 91770

DEPOSITED TO:

ACCOUNT #149-123226 PASADENA SUB-ESCROW

ORDER NO.: 009131579

ADDITIONAL COMMENTS:

UPON RECEIPT NOTIFY
SECURITY PACIFIC NATIONAL BANK
FOOTHILL & ROSEMEAD
BRANCH #149 (818)304-3181

X NOTE NO. 2: WHEN THIS TITLE ORDER CLOSES AND IF CHICAGO TITLE IS HANDLING LOAN PROCEEDS THROUGH SUB-ESCROW, ALL TITLE CHARGES AND EXPENSES NORMALLY BILLED, WILL BE DEDUCTED FROM THOSE LOAN PROCEEDS (TITLE CHARGES AND EXPENSES WOULD INCLUDE TITLE PREMIUMS, ANY TAX OR BOND ADVANCES, DOCUMENTARY TRANSFER TAX AND RECORDING FEES, ETC.).

Y NOTE NO. 3: IF A 1970 ALTA OWNER'S OR LENDER'S OR 1975 ALTA LEASEHOLD OWNER'S OR LENDER'S POLICY FORM HAS BEEN REQUESTED, THE POLICY, WHEN APPROVED FOR ISSUANCE, WILL BE ENDORSED TO ADD THE FOLLOWING TO THE EXCLUSIONS FROM COVERAGE CONTAINED THEREIN:

LOAN POLICY EXCLUSION:

ANY CLAIM, WHICH ARISES OUT OF THE TRANSACTION CREATING THE INTEREST OF THE MORTGAGEE INSURED BY THIS POLICY, BY REASON OF THE OPERATION OF FEDERAL BANKRUPTCY, STATE INSOLVENCY, OR SIMILAR CREDITORS' RIGHTS LAWS.

OWNER'S POLICY EXCLUSION:

ANY CLAIM WHICH ARISES OUT OF THE TRANSACTION VESTING IN THE INSURED, THE ESTATE OR INTEREST INSURED BY THIS POLICY, BY REASON OF THE OPERATION OF FEDERAL BANKRUPTCY, STATE INSOLVENCY OR SIMILAR CREDITORS' RIGHTS LAWS.

KP-EPA000265

320

E 1" = 200'

BLVD.

C.F. 2062

LANKERSHIM

VOSE ST.

HART

SHERMAN

PROPERTY OF THE
LANKERSHIM RANCH LAND
& WATER CO.

M.R. 31-39-44

CODE
13

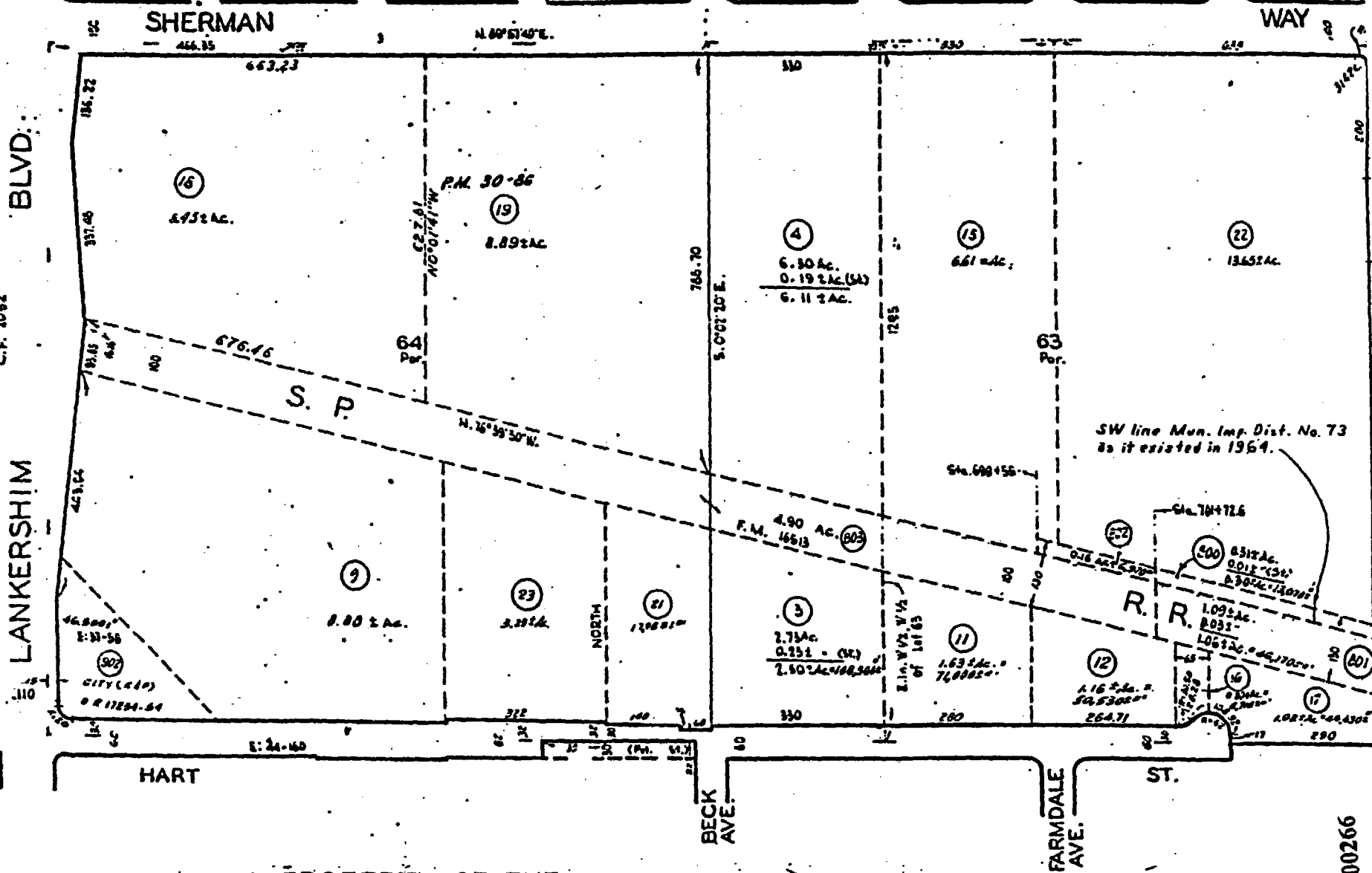
FOR PREV. ASSM'T. SEE: 916 - 6 & 16

TROOST
AVE.IRVINE
AVE.LEMP
AVE.BECK
AVE.

AVE.

CAMELLIA
AVE.FARMDALE
AVE.KRAFT
AVE.

WAY



SW line Mun. Imp. Dist. No. 73
as it existed in 1964.

Street lines per M2 3-39-44
are considered the 1st lines
in this tract, although the
divisions of some lots are
measured from the center
lines of the streets.

KP-EPA000266

LIST OF PRINTED EXCEPTIONS AND EXCLUSIONS

CALIFORNIA LAND TITLE ASSOCIATION STANDARD COVERAGE POLICY - 1990

EXCLUSIONS FROM COVERAGE

Following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

- a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
- (b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
Defects, liens, encumbrances, adverse claims or other matters:
 - (a) whether or not recorded in the public records at Date of Policy, but created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy; or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage or the estate or interest insured by this policy.
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth-in-lending law.
6. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by this policy or the transaction creating the interest of the insured lender, by reason of the operation of federal bankruptcy, state insolvency or similar creditors' rights laws.

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.
Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or which may be asserted by persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the public records.

AMERICAN LAND TITLE ASSOCIATION OWNER'S POLICY (4-6-90)
and
AMERICAN LAND TITLE ASSOCIATION LEASEHOLD OWNER'S POLICY (4-6-90)

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
- (b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims or other matters:
 - (a) created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy; or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the estate or interest insured by this policy.
4. Any claim, which arises out of the transaction vesting in the insured the estate or interest insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws.

The above policy forms may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following General Exceptions:

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.

Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or by making inquiry of persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the public records.

AMERICAN LAND TITLE ASSOCIATION LOAN POLICY (4-6-90)
WITH ALTA ENDORSEMENT - FORM 1 COVERAGE
and
AMERICAN LAND TITLE ASSOCIATION LEASEHOLD LOAN POLICY (4-6-90)
WITH ALTA ENDORSEMENT - FORM 1 COVERAGE

EXCLUSIONS FROM COVERAGE

The following matters are expressly excluded from the coverage of this policy and the Company will not pay loss or damage, costs, attorneys' fees or expenses which arise by reason of:

1. (a) Any law, ordinance or governmental regulation (including but not limited to building and zoning laws, ordinances, or regulations) restricting, regulating, prohibiting or relating to (i) the occupancy, use, or enjoyment of the land; (ii) the character, dimensions or location of any improvement now or hereafter erected on the land; (iii) a separation in ownership or a change in the dimensions or area of the land or any parcel of which the land is or was a part; or (iv) environmental protection, or the effect of any violation of these laws, ordinances or governmental regulations, except to the extent that a notice of the enforcement thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
- (b) Any governmental police power not excluded by (a) above, except to the extent that a notice of the exercise thereof or a notice of a defect, lien or encumbrance resulting from a violation or alleged violation affecting the land has been recorded in the public records at Date of Policy.
2. Rights of eminent domain unless notice of the exercise thereof has been recorded in the public records at Date of Policy, but not excluding from coverage any taking which has occurred prior to Date of Policy which would be binding on the rights of a purchaser for value without knowledge.
3. Defects, liens, encumbrances, adverse claims or other matters:
 - (a) created, suffered, assumed or agreed to by the insured claimant;
 - (b) not known to the Company, not recorded in the public records at Date of Policy, but known to the insured claimant and not disclosed in writing to the Company by the insured claimant prior to the date the insured claimant became an insured under this policy;
 - (c) resulting in no loss or damage to the insured claimant;
 - (d) attaching or created subsequent to Date of Policy (except to the extent that this policy insures the priority of the lien of the insured mortgage over any statutory lien for services, labor or material or to the extent insurance is afforded herein as to assessments for street improvements under construction or completed at Date of Policy); or
 - (e) resulting in loss or damage which would not have been sustained if the insured claimant had paid value for the insured mortgage
4. Unenforceability of the lien of the insured mortgage because of the inability or failure of the insured at Date of Policy, or the inability or failure of any subsequent owner of the indebtedness, to comply with applicable doing business laws of the state in which the land is situated.
5. Invalidity or unenforceability of the lien of the insured mortgage, or claim thereof, which arises out of the transaction evidenced by the insured mortgage and is based upon usury or any consumer credit protection or truth in lending law.
6. Any statutory lien for services, labor or materials (or the claim or priority of any statutory lien for services, labor or materials over the lien of the insured mortgage) arising from an improvement or work related to the land which is contracted for and commenced subsequent to Date of Policy and is not financed in whole or in part by proceeds of the indebtedness secured by the insured mortgage which at Date of Policy the insured has advanced or is obligated to advance.
7. Any claim, which arises out of the transaction creating the interest of the mortgagee insured by this policy, by reason of the operation of federal bankruptcy, state insolvency, or similar creditors' rights laws.

The above policy forms may be issued to afford either Standard Coverage or Extended Coverage. In addition to the above Exclusions from Coverage, the Exceptions from Coverage in a Standard Coverage policy will also include the following General Exceptions:

EXCEPTIONS FROM COVERAGE

This policy does not insure against loss or damage (and the Company will not pay costs, attorneys' fees or expenses) which arise by reason of:

1. Taxes or assessments which are not shown as existing liens by the records of any taxing authority that levies taxes or assessments on real property or by the public records.

Proceedings by a public agency which may result in taxes or assessments, or notices of such proceedings, whether or not shown by the records of such agency or by the public records.
2. Any facts, rights, interests or claims which are not shown by the public records but which could be ascertained by an inspection of the land or by making inquiry of persons in possession thereof.
3. Easements, liens or encumbrances, or claims thereof, which are not shown by the public records.
4. Discrepancies, conflicts in boundary lines, shortage in area, encroachments, or any other facts which a correct survey would disclose, and which are not shown by the public records.
5. (a) Unpatented mining claims; (b) reservations or exceptions in patents or in Acts authorizing the issuance thereof; (c) water rights, claims or title to water, whether or not the matters excepted under (a), (b) or (c) are shown by the public records.

AMERICAN LAND TITLE ASSOCIATION RESIDENTIAL TITLE INSURANCE POLICY (6-1-87)

EXCLUSIONS

In addition to the exceptions in Schedule B, you are not insured against loss, costs, attorney's fees and expenses resulting from:

1. Governmental policy power, and the existence or violation of any law or government regulation. This includes building and zoning ordinances and also laws and regulations concerning:

- land use
- improvements on the land
- land division
- environmental protection

This exclusion does not apply to the violations or the enforcement of these matters which appear in the public records at Policy Date. This exclusion does not limit the zoning coverage described in Items 12 and 13 of Covered Title Risks.

2. The right to take the land by condemning it, unless:

- a notice of exercising the right appears in the public records on the Policy Date
- the taking happened prior to the Policy Date and is binding on you if you bought the land without knowing of the taking

3. Title Risks:

- that are created, allowed, or agreed to by you
- that are known to you, but not to us, on the Policy Date - unless they appeared in the public records
- that result in no loss to you
- that first affect your title after the Policy Date - this does not limit the labor and material lien coverage in Item 8 of Covered Title Risks

4. Failure to pay value for your title:

5. Lack of a right:

- to any land outside the area specifically described and referred to in Item 3 of Schedule A, or
- in streets, alleys, or waterways that touch your land


This exclusion does not limit the access coverage in Item 5 of Covered Title Risks.

INTER-OFFICE MEMORANDUM

To: Carla Pittman

Date: July 8, 1991

From: Vance Furukawa



Subject: "GENERAL COVENANT AND
AGREEMENT", SHERMAN WAY LAB

Location: Walnut Center Ext: 6567

Please arrange for Sandra Cox to sign the attached "General Covenant and Agreement" which records the conditions of approval for the Sherman Way Laboratory Conditional Use Permit.

JUL 09 1991
Property Management

KP-EPA000271

Recorded at the request of and
mail to:

Kaiser Foundation Health Plan, Inc.

(Name)

393 E. Walnut Street

Pasadena, CA 91188

(Address)

Attn: Property Acquisition

JUL 1 7 30 AM '91

Space above this line for Recorder's use

LOS ANGELES CITY PLANNING DEPARTMENT
ZONE CHANGE, COMMISSION CONDITIONAL USE, ZONE BOUNDARY
ADJUSTMENT SPECIFIC PLAN EXCEPTION COVENANT AND AGREEMENT FORM

GENERAL COVENANT AND AGREEMENT

The undersigned hereby certify (I am) (we are) the owners of the hereinafter
legally described real property located in the City of Los Angeles, County of
Los Angeles, State of California, described as follows:

City Plan Case No. 91-0137 CUS

Job Address 11666 Sherman Way

That in consideration of the approval of City Plan Case No. 91-0137
by the Planning Department, I (we) do hereby promise, covenant and agree to
and with the City of Los Angeles and the Planning Department of said City
that to the extent of our interest, I (we) agree to the following:

See Attachment

This covenant and agreement shall run with the land and shall be binding
upon any future owners, encumbrancers, their successors, heirs or assigns
and shall continue in effect until the Planning Department of the City of
Los Angeles approves its termination.

Dated this _____ day of July 19 91

Name of Owner Kaiser Foundation Health Plan, Inc.

Signature By:

Sandra H. Cox

Vice President and Asst. Secretary

Signature _____

KP-EPA000272

City Plan Case No. 91-0137 CUS

Condition No(s). 5-13

District Map 7

EXISTING LEGAL DESCRIPTION
METES AND BOUNDS DESCRIPTION
ATTACHED OR:

Tract Number 2128, Lot A,
As filed in Book 30, Page 86, of
maps, Records of Los Angeles County.

Attach appropriate Notary Public Acknowledgement here:

INSTRUCTIONS FOR FILING COVENANT AND AGREEMENT FORMS

1. Fill out a copy of the covenant and agreement form or two copies if you need one immediately.
2. Have signatures notarized.
3. Submit completed forms to the Department of City Planning for approval and signature.
4. Record forms with the Los Angeles County Registrar-Recorder located at:

Room 5, Hall of Records
227 North Broadway
Los Angeles, California 90012

5. Return recorded forms or certified copies to:

Department of City Planning
Room 516, City Hall
200 North Spring Street
Los Angeles, California 90012

(One form is kept by the County Recorder and will be returned to you at a later date.)

For Department Use Only

Approved for Recording City Planning Department by _____

Date _____

I AGREE TO THE FOLLOWING

5. Environmental. The following conditions are required by the environmental clearance for the subject project:
- a. Energy Conservation. The Department of Water and Power and the Southern California Gas Company shall be consulted regarding feasible energy conservation features which can be incorporated into the design of the project.
 - b. Lighting. All lighting shall be shielded and directed onto the site and no floodlighting shall be located so as to be seen directly by the adjacent residential areas. This condition shall not preclude the installation of low-level security lighting.
 - c. Landscaping. Surface Parking: At least one 24-inch box shade tree shall be planted for every four uncovered, unroofed surface parking spaces. The trees shall be dispersed within the parking area so as to shade the surface parking area and shall be protected by curbing or other suitable measures, to the satisfaction of the City Planning Department. The shade trees may be planted along the periphery of a parking area provided that the trees are planted so as to shade a surface parking area. An automatic sprinkler system shall be installed to water the trees.
 - d. Landscaping. All open areas not used for buildings, driveways, parking areas, recreational facilities or or walks shall be attractively landscaped, including an automatic irrigation system, in accordance with a landscape plan prepared by a licensed landscape architect or landscape contractor to the satisfaction of the Planning Department.
6. Graffiti Removal and Deterrence. The owners and all successors shall acknowledge applicability of the graffiti removal and deterrence requirements of the Municipal Code to this project as contained in Sections 91.8101(f), 91.8904.1 and 91.1707(e), particularly with regard to the following:
- a. The first nine feet of exterior walls and doors, measured from grade, and all of any walls enclosing the property shall be built and maintained with a graffiti resistant finish consisting of either a hard, smooth, impermeable

surface such as ceramic tile, baked enamel or a renewable coating of an approved, anti-graffiti material or a combination of both (19,1707[e]); and

- b. The period for compliance with a graffiti removal order issued by the Building and Safety Department is 15 days following which period with failure to perform, the City or its contractor is empowered to enter upon the premises to remove such graffiti with costs accruing to the owner (91.8904.1); and
 - c. The period for compliance with a subsequent order for a subsequent occurrence is three days (91.8904.1B).
 - d. In addition to a, b and c above, exterior walls of new commercial and residential buildings of other than glass may be covered with clinging vines, screened by oleander trees or similar vegetation capable of covering or screening entire walls up to the height of at least 9 feet, excluding windows and signs.
7. Plans. Prior to the issuance of building permits, detailed development plans, including a complete landscape plan, including irrigation plan, shall be submitted to the satisfaction of the Planning Department.
8. The subject property shall be developed substantially in accordance with the plot plan, Exhibit No. E-5 attached to City Plan Case No. 91-0137-CUS on file in the Los Angeles City Planning Department, except as the City Planning Commission may subsequently approve a modification of the plan, or as development of the subject property may require modification in order to meet the provisions of the Municipal Code or the conditions herein.
9. Parking/Driveway Plan. A parking area and driveway plan shall be prepared for approval by the appropriate District Offices of the Bureau of Engineering and the Department of Transportation.
10. Public Requirements. Provide the following, or the assurance suitable guarantees without expense to the City of Los Angeles, and provide copies of any approvals or guarantees to the Planning Department for attachment to the subject City Plan Case file:
- a. Notice: If conditions dictate, connections to the public sewer system may be postponed until adequate capacity is available.

- b. Notice: Certificates of Occupancies for the subject property will not be issued by the City until the construction of all the public improvements (streets, sewers, storm drains, etc.), as required herein, are completed to the satisfaction of the City Engineer.
 - c. Improvement of Sherman Way and Lankershim Boulevard adjoining the subject property to the satisfaction of City Engineer.
 - d. Construction of sewers to the satisfaction of the City Engineer.
 - e. Construction of drainage facilities to the satisfaction of the City Engineer.
 - f. Construction of tree wells, and planting of street trees and parkway landscaping to the satisfaction of the Street Tree Division of the Bureau of Street Maintenance.
 - g. Installation of street lights to the satisfaction of the Bureau of Street Lighting.
 - h. Preparation of a parking area and driveway plan to the satisfaction of the appropriate District Office of the Bureau of Engineering and the Department of Transportation.
 - i. Consideration of and taking appropriate measures relative to the provisions of the Flood Hazard Management Specific Plan Ordinance No. 154,405, or any amendment thereto, to the satisfaction of the City Engineer.
 - j. Preparation of a plot plan to the satisfaction of the Fire Department.
 - k. Making any necessary arrangements with the appropriate cable television franchise holder to assure that cable television facilities will be installed in City rights-of-way in the same manner as is required of other facilities pursuant to Municipal Code Section 17.05-N or any amendment thereto, to the satisfaction of the Department of Telecommunications.
11. The applicant shall comply with regulations and standards hazardous waste disposal and shall obtain any and all necessary permits from the State of California Department of Health Services, CAL OSHA, Environmental Protection Agency,

the South Coast Air Quality Management District, the Bureau of Sanitation, and the Fire Department.

12. Copies of all permits/clearances referenced in No. 13 above shall be submitted for inclusion in this case file.
13. Transportation Demand Management (TDM) Plan. Applicant shall submit a TDM Plan to the Department of Transportation for its approval. The goal of the TDM plan shall be to achieve 1.5 average vehicle ridership (AVR). Prior to the issuance of any building permit for the project, applicant shall prepare and execute a covenant and agreement to implement the Department of Transportation-approved TDM Plan. Compliance with SCAQMD Rule 1501, documented to the satisfaction of the Department of Transportation, may also be deemed as clearance of this condition.



KAISER PERMANENTE
Kaiser Foundation Health Plan, Inc.
Southern California Region

June 21, 1989

Craig A. Hendrickson
Vice President
Home Savings of America
1001 Commerce Drive
Irwindale, Ca 91706

Dear Mr. Hendrickson:

Re: 11666 Sherman Way
North Hollywood

Kaiser Foundation Health Plan, Inc., a California non-profit public benefit corporation ("Buyer") hereby offers to purchase from Home Savings of America ("Seller"), on the terms and conditions set forth below approximately 8½ acres of that certain real property located generally at the corners of Sherman Way and Lankershim Boulevard in the City of Los Angeles, County of Los Angeles, State of California, (the "Property"), the legal description of which is as follows:

~~That portion of Lot 64 of the Lankershim Ranch
Land and Water Company, in the City of Los Angeles,
in the County of Los Angeles, State of California,
as per map recorded in Book 31 Pages 39 to 44 in-
clusive of miscellaneous records, of said County,
described as follows:~~

~~Beginning at a point on the centerline of Sherman
Way, distant 757.20 feet east from the centerline
intersection of Sherman Way and Lankershim Boule-
vard; thence south 0°01'41" east 50.00 feet to a
point on the southerly line of Sherman Way, 100.00
feet wide, the true point of beginning; thence
south 0°01'41" east 627.81 feet to a point in the
northerly line of the Southern Pacific Railroad
Company right of way, 100.00 feet wide; thence, along
said northerly line, north 76°37'17" west 676.46
feet; thence north 4°17'58" west 337.47 feet; thence
north 8°23'13" east 136.22 feet to a point on said
southerly line of Sherman Way; thence, along said
line, east 663.23 feet to the true point of beginning.~~

see exhibit

KP-EPA000278

Craig A. Hendrickson
June 21, 1989
Page Two

1. The Purchase Price

The purchase price for the property shall be \$14,000,000 payable in cash at the close of escrow as set forth below.

2. Conditions Precedent

Buyer's obligation to complete this transaction shall be subject to the satisfaction of the following conditions precedent:

A. Buyer's Board of Directors shall have approved this transaction by July 25, 1989.

B. At its sole expense, and within 30 days from the opening of escrow, Buyer shall have obtained and approved a soil, toxics and geological report showing the Property to be suitable for Buyer's intended improvements.

C. Buyer shall have approved the matters set forth in a preliminary title report issued by Title Insurance Company of America, not yet ordered. Buyer shall approve or disapprove the exceptions to title by the later occurring of (i) 30 days from the date the offer is accepted by seller, or (ii) 30 days from the date Buyer receives legible copies of all documents referred to therein. All monetary encumbrances are hereby disapproved and must be discharged prior to the closing date. If Buyer disapproves any exceptions to title (other than monetary encumbrances which Seller hereby agrees to discharge prior to the closing date) and Seller is either unwilling or unable to remove the disapproved exceptions, then this transaction shall be terminated and the parties shall have no further obligations to each other.

D. At the close of escrow, Seller shall convey the Property to Buyer by grant deed and cause the Title Company to issue Buyer a CLTA owner's policy of title insurance, together with such special endorsements as Buyer may request, with liability in the full amount of the purchase price insuring that fee title to the Property is vested in Buyer subject only to current non-delinquent real estate taxes and such exceptions to title as have been approved by Buyer pursuant to subparagraph 2.C.

Craig A. Hendrickson
June 21, 1989
Page Three

If Buyer fails to approve or disapprove any condition precedent requiring Buyer's approval in the time and manner provided, then such condition precedent shall be deemed approved. Escrow shall close and the transaction completed, if at all, upon the satisfaction (or deemed satisfaction) of all of the foregoing conditions precedent and in no event later than August 31, 1989.

3. Escrow, Title Insurance and Closing Costs

This transaction shall be completed through an escrow at Tigor Title Insurance Company, 300 South Grand Avenue, Suite 700, Los Angeles, California 90071, (213) 617-6336 (the "Title Company"). Buyer shall prepare escrow instructions consistent herewith on the Title Company's usual forms. Seller shall pay the premium for the required policy of title insurance, documentary transfer tax, one-half of the escrow fee and the cost of preparation, acknowledgment and recording of all documents required to be signed and recorded on behalf of Seller. Buyer shall pay one-half of the escrow fee and the charges for preparation, acknowledgment and recording of all documents required to be signed and recorded on behalf of Buyer. Real estate taxes shall be prorated as between Buyer and Seller as of the closing date. Prior to the closing date, Seller shall deposit a duly executed Transferor's Certificate of Non-Foreign Status on such usual form as the Title Company may provide.

4. Covenants of Seller

As a material consideration to induce Buyer to enter into this transaction Seller hereby covenants and warrants to Buyer as follows:

A. Lease Back: Buyer and Seller shall execute a lease prior to close of escrow which allows Seller to maintain possession of the subject property until February 15, 1990, although Seller may terminate the lease sooner by giving 30 days notice.

In the event that construction of the Home Savings facility in Irwindale where the current North Hollywood operation is to be relocated is delayed due to acts of God or strike, Seller will be allowed to hold over beyond February 15, 1990, until such time as relocation is possible. Rent during the lease back period shall be \$50,000 per month triple net.

Craig A. Hendrickson
June 21, 1989
Page Four

In the event the Seller continues to occupy the leased premises following February 15, 1990, for any reason other than acts of God or strike, the rent for that hold-over period will be increased to \$100,000 per month.

B. From and after the date of acceptance by Seller, Seller shall permit Buyer and Buyer's agents to enter the property and conduct soils, geological, toxic waste and such other tests, audits and investigations as Buyer deems appropriate. Buyer agrees to indemnify, defend and hold Seller and the Property harmless from and against all claims of personal injury or property damage resulting from Buyer's entry on the Property and the conduct of Buyer's tests and investigations. In the event escrow does not close and the transaction is not completed for any reason other than the default hereof by Seller, then Buyer shall promptly thereafter repair any damage to the Property caused by Buyer's tests or investigations.

5. Escrow

Escrow shall open within 5 days of Seller's acceptance of purchase offer. Preliminary title insurance policy to be delivered within 5 days of opening of escrow. Escrow to close August 31, 1989.

6. Seller's Contingency

Seller shall have until August 1, 1989, to obtain approval of the transaction by its Real Estate Committee, Executive Committee and/or its Board of Directors.

7. Standby Generator

At its expense, Seller will have the right, but not the obligation, to remove the 420 kw diesel generator only.

8. Deposit

\$250,000 upon opening of escrow plus an additional \$400,000 upon expiration of the contingency period. Total deposit of \$650,000 shall apply to purchase price at close of escrow.

Craig A. Hendrickson
June 21, 1989
Page Five

9. Brokerage Commissions

Seller shall pay all brokerage commissions, finders fees and other amounts due any real estate broker or finder in connection with this transaction. Buyer is not represented by any broker or other person entitled to any such commission fee.

This offer may be accepted by signing and returning the enclosed copy of this letter to Buyer as follows:

Kaiser Foundation Health Plan, Inc.
c/o L. G. Baldwin
Regional Property Manager
393 East Walnut Street
Pasadena, CA 91188

Kaiser Foundation Health Plan, Inc.

By: 

L. G. Baldwin
Regional Property Manager

LGB:ja
enclosure

Craig Hendrickson
June 21, 1989
Page Six

The foregoing offer is hereby accepted.

Home Savings of America

By: Craig A. Hendrickson

PARCEL A OF PARCEL MAP L.A. NO. 2128, IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES, STATE OF CALIFORNIA, AS PER MAP FILED IN BOOK 30 PAGE 86 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID COUNTY.

Exhibit A

KP-EPA000284



KAISER PERMANENTE

Southern California Region

DATE:

6/27/89

TO:

TERRY BURT

FROM:

GRANT BALDWIN

NO. OF PAGES INCLUDING COVER SHEET:

9

SPECIAL INSTRUCTIONS:

KP-EPA000285

RECORDING REQUESTED BY

AND WHEN RECORDED MAIL TO

Terry M. Burt
THELEN, MARRIN, JOHNSON & BRIDGES
333 South Grand Avenue, 34th Floor
Los Angeles, CA 90071

MAIL TAX STATEMENTS TO

KAISER FOUNDATION HEALTH PLAN, INC.
393 East Walnut Street
Pasadena, CA 91188
Attn" Property Management

RECORDED IN OFFICIAL RECORDS
OF LOS ANGELES COUNTY, CA

AUG 31 1989 AT 8 A.M.

Recorder's Office

FEE
\$5
R

SURVEY MONUMENT FEE \$10.00 CODE 99
SPACE ABOVE THIS LINE FOR RECORDER'S USE

Corporation Grant Deed

THIS FORM FURNISHED BY TICOR TITLE INSURERS

TRANSFER TAX
NOT A PUBLIC RECORD

CAT. NO. NN00578
TO 1921 CA (11-85)

The undersigned grantor(s) declare(s):

Documentary transfer tax is \$ Not Shown pursuant to Section 11932 R&T Code and Section 12,
() computed on full value of property conveyed, or L.A. County Ord. No.9448

() computed on full value less value of liens and encumbrances remaining at time of sale.

() Unincorporated area: () City of _____, and

FOR A VALUABLE CONSIDERATION, receipt of which is hereby acknowledged,

HOME SAVINGS OF AMERICA, F.A., a Federal association, which acquired title as HOME
SAVINGS and LOAN ASSOCIATION,

a corporation organized under the laws of the State of California hereby GRANTS

to
KAISER FOUNDATION HEALTH PLAN, INC., a California nonprofit public benefit corporation;

the following described real property in the city of Los Angeles,
County of Los Angeles, State of California:

Parcel "A", in the city of Los Angeles, in the county of Los Angeles, state of
California, as shown on Parcel Map L.A. No. 2128, filed in book 30 page 86 of Parcel
Maps, in the office of the county recorder of said county.

Subject to:

1. Covenants, Conditions, Restrictions, Reservations, Rights of Way and Easements
now of record.

In Witness Whereof, said corporation has caused its corporate name and seal to be affixed hereto and this
instrument to be executed by its _____ President and _____ Secretary
thereunto duly authorized.

HOME SAVINGS OF AMERICA, F.A., a Federal
association

By John T. Gilboy
John T. Gilboy Senior Vice President

By Margarita Reynaga
Margarita Reynaga Assistant Secretary

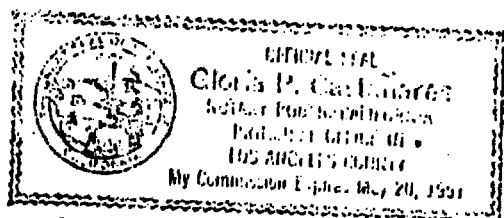
Dated August 28, 1989

STATE OF CALIFORNIA
COUNTY OF Los Angeles } SS

On August 28, 1989, before me, the
undersigned, a Notary Public in and for said State, personally
appeared John T. Gilboy
personally known to me or proved to me on the basis of satis-
factory evidence to be the person who executed the within
instrument as the Sr. Vice President, and
Margarita Reynaga personally known to
me or proved to me on the basis of satisfactory evidence to be
the person who executed the within instrument as the
Asst. Secretary of the Corporation that executed
the within instrument and acknowledged to me that such
corporation executed the within instrument pursuant to its
by-laws or a resolution of its board of directors.

WITNESS my hand and official seal

Signature Gloria P. Castanares



(This area for official notarial seal)

Title Order No. 8562 700-0000 Escrow or Loan No. _____

MAIL TAX STATEMENTS AS DIRECTED ABOVE

KP-EPA000286

INTER-OFFICE MEMORANDUM

TO William Logan

DATE January 18, 1991

FROM Bebe Wright *Bebe Wright*

SUBJECT HOME SAVINGS & LOAN PROPERTY
NORTH HOLLYWOOD

LOCATION

EXT. NUMBER

COPIES TO P. Beauchamp
E. Joines
E. Khandjian

Attached are the following original documents pertaining to the subject property:

☒

Escrow Closing Statement

☒

Grant Deed

☒

Policy of Title Insurance

☐

If you have any questions or if I can be of further assistance, please call.

BW:ja
attachments

KP-EPA000287

FEB 04 1991
Property Management



TICOR TITLE INSURANCE

Ticor Title Insurance Company
of California
6300 Wilshire Boulevard
P.O. Box 92792
Los Angeles, CA 90009

Policy of Title Insurance

California Land Title Association Standard Coverage Policy

SUBJECT TO THE EXCLUSIONS FROM COVERAGE, THE EXCEPTIONS FROM COVERAGE CONTAINED IN SCHEDULE B AND THE CONDITIONS AND STIPULATIONS, TICOR TITLE INSURANCE COMPANY OF CALIFORNIA, a California corporation, herein called the Company, insures, as of Date of Policy shown in Schedule A, against loss or damage, not exceeding the Amount of Insurance stated in Schedule A, sustained or incurred by the insured by reason of:

1. Title to the estate or interest described in Schedule A being vested other than as stated therein;
 2. Any defect in or lien or encumbrance on the title;
 3. Unmarketability of the title;
 4. Lack of a right of access to and from the land;
- and in addition, as to an insured lender only:

5. The invalidity or unenforceability of the lien of the insured mortgage upon the title;
6. The priority of any lien or encumbrance over the lien of the insured mortgage, said mortgage being shown in Schedule B in the order of its priority;
7. The invalidity or unenforceability of any assignment of the insured mortgage, provided the assignment is shown in Schedule B, or the failure of the assignment shown in Schedule B to vest title to the insured mortgage in the named insured assignee free and clear of all liens.

The Company will also pay the costs, attorneys' fees and expenses incurred in defense of the title or the lien of the insured mortgage, as insured, but only to the extent provided in the Conditions and Stipulations.

TICOR TITLE INSURANCE COMPANY OF CALIFORNIA

By

William T. Seitz

President

Attest

Erich E. Eversbach

Secretary

KP-EPA000288

TICOR TITLE INSURANCE COMPANY OF CALIFORNIA

SCHEDULE A

PREMIUM : \$17,400.00
AMOUNT OF INSURANCE: \$14,000,000.00
DATE OF POLICY : AUGUST 31, 1989 AT 8:00 A.M.
POLICY NO. : 8562935

1. NAME OF INSURED:

KAISER FOUNDATION HEALTH PLAN, INC., A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION.

2. THE ESTATE OR INTEREST REFERRED TO HEREIN IS AT DATE OF POLICY VESTED IN:

KAISER FOUNDATION HEALTH PLAN, INC., A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION.

3. THE ESTATE OR INTEREST IN THE LAND DESCRIBED OR REFERRED TO IN SCHEDULE C COVERED BY THIS POLICY IS A FEE.

SCHEDULE B

THIS POLICY DOES NOT INSURE AGAINST LOSS OR DAMAGE, NOR AGAINST COSTS, ATTORNEYS' FEES OR EXPENSES, ANY OR ALL OF WHICH ARISE BY REASON OF THE FOLLOWING:

PART I

ALL MATTERS SET FORTH IN PARAGRAPHS NUMBERED 1 (ONE) TO 11 (ELEVEN) INCLUSIVE ON THE INSIDE COVER SHEET OF THIS POLICY UNDER THE HEADING SCHEDULE B PART I.

PART II

1. GENERAL AND SPECIAL COUNTY AND CITY TAXES
FOR THE FISCAL YEAR 1989-1990, A LIEN NOT YET PAYABLE.

2. THE LIEN OF SUPPLEMENTAL TAXES, IF ANY, ASSESSED PURSUANT TO THE PROVISIONS OF CHAPTER 3.5 (COMMENCING WITH SECTION 75) OF THE REVENUE AND TAXATION CODE OF THE STATE OF CALIFORNIA.

3. AN EASEMENT AFFECTING THE PORTION OF SAID LAND AND FOR THE PURPOSES STATED HEREIN, AND INCIDENTAL PURPOSES,
IN FAVOR OF : CITY OF LOS ANGELES
(NO REPRESENTATION IS MADE AS TO THE PRESENT OWNERSHIP OF SAID EASEMENT)
FOR : POLES, WIRES AND CABLES
RECORDED : IN BOOK 18710 PAGE 279, OFFICIAL RECORDS

TICOR TITLE INSURANCE COMPANY OF CALIFORNIA

AFFECTS : THAT PORTIONS OF SAID LAND, AS MORE PARTICULARLY DESCRIBED THEREIN.

4. A COVENANT AND AGREEMENT

EXECUTED BY : BENDIX AVIATION CORPORATION
IN FAVOR OF : CITY OF LOS ANGELES
RECORDED : NOVEMBER 7, 1951 IN BOOK 37593 PAGE 197, OFFICIAL RECORDS, AS INSTRUMENT NO. 3030

WHICH, AMONG OTHER THINGS, PROVIDES:

THE FIRST PARTY, OWNER HEREBY COVENANTS AND AGREES BY AND WITH THE SECOND PARTY PURSUANT TO SECTION 91.0506(K) OF THE LOS ANGELES MUNICIPAL CODE TO KEEP ON SAID PROPERTY, DURING SUCH TIME AS SAID OVERSIZED BUILDING SHALL REMAIN THEREON, YARDS UNOBSTRUCTED FROM GROUND TO SKY, AS SHOWN ON THE ATTACHED PLOT PLAN.

THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE ADVISORY AGENCY OF THE CITY OF LOS ANGELES APPROVES ITS TERMINATION.

5. A COVENANT AND AGREEMENT

EXECUTED BY : BENDIX AVIATION CORP.
IN FAVOR OF : CITY OF LOS ANGELES
RECORDED : JULY 12, 1954 IN BOOK 45036 PAGE 256, OFFICIAL RECORDS, AS INSTRUMENT NO. 2732

WHICH, AMONG OTHER THINGS, PROVIDES:

THE FIRST PARTY, OWNER HEREBY COVENANTS AND AGREES BY AND WITH THE CITY OF LOS ANGELES PURSUANT TO SECTION 91.0506(K) OF THE LOS ANGELES MUNICIPAL CODE TO KEEP ON SAID PROPERTY, DURING SUCH TIME AS SAID OVERSIZED BUILDING SHALL REMAIN THEREON, A YARD OF 60 FEET IN WIDTH UNOBSTRUCTED FROM GROUND TO SKY, AS SHOWN ON THE ATTACHED PLOT PLAN.

THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE ADVISORY AGENCY OF THE CITY OF LOS ANGELES APPROVES ITS TERMINATION.

6. A COVENANT AND AGREEMENT

EXECUTED BY : HOME SAVINGS & LOAN ASSOC.
IN FAVOR OF : CITY OF LOS ANGELES
RECORDED : APRIL 2, 1974 AS INSTRUMENT NO. 2156

WHICH, AMONG OTHER THINGS, PROVIDES:

IN CONSIDERATION OF THE CITY OF LOS ANGELES ALLOWING THE ADJACENT RAILROAD RIGHT OF WAY TO BE CONSIDERED AS A PUBLIC WAY FOR THE PURPOSE OF A YARD FOR AN OVERAREA BUILDING ON SAID PROPERTY, WE DO HEREBY COVENANT AND AGREE TO AND WITH SAID CITY TO MAKE THE BUILDING COMPLY WITH THE LOS ANGELES CITY BUILDING CODE IN THE EVENT

TICOR TITLE INSURANCE COMPANY OF CALIFORNIA

THAT A 57 FOOT YARD IS NOT MAINTAINED ADJOINING THE
BUILDING AT THE RAILROAD RIGHT OF WAY.

THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR
ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE ADVISORY AGENCY OF
THE CITY OF LOS ANGELES APPROVES ITS TERMINATION.

7. A COVENANT AND AGREEMENT

EXECUTED BY : HOME SAVINGS OF AMERICA
IN FAVOR OF : CITY OF LOS ANGELES
RECORDED : JULY 5, 1985 AS INSTRUMENT NO. 85-777533
WHICH, AMONG OTHER THINGS, PROVIDES:
AS SET OUT THEREIN.

THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR
ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE ADVISORY AGENCY OF
THE CITY OF LOS ANGELES APPROVES ITS TERMINATION.

8. A COVENANT AND AGREEMENT

EXECUTED BY : HOME SAVINGS OF AMERICA, A FEDERAL SAVINGS AND LOAN
ASSOCIATION
IN FAVOR OF : CITY OF LOS ANGELES
RECORDED : FEBRUARY 27, 1986 AS INSTRUMENT NO. 86-256985
WHICH, AMONG OTHER THINGS, PROVIDES:
TO MAINTAIN ON SAID PROPERTY A YARD OF 57 FEET IN WIDTH,
UNOBSTRUCTED FROM GROUND TO SKY, AS SHOWN ON ATTACHED
PLOT PLAN EXHIBIT "A".

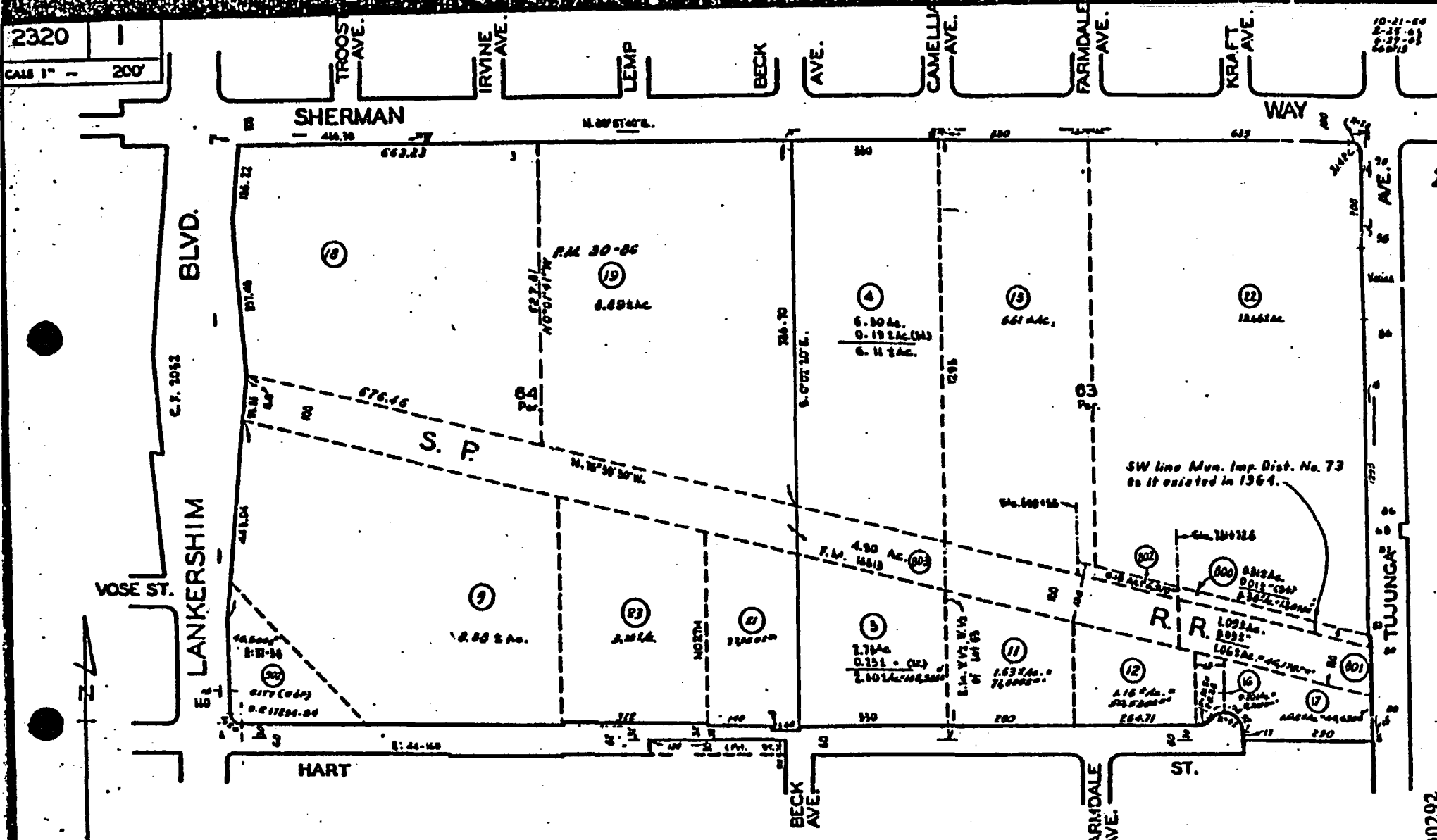
THIS COVENANT AND AGREEMENT SHALL RUN WITH THE LAND AND SHALL BE BINDING
UPON ANY FUTURE OWNERS, ENCUMBRANCERS, THEIR SUCCESSORS, HEIRS OR
ASSIGNS AND SHALL CONTINUE IN EFFECT UNTIL THE ADVISORY AGENCY OF
THE CITY OF LOS ANGELES APPROVES ITS TERMINATION.

SCHEDULE C

THE LAND REFERRED TO IN THIS POLICY IS DESCRIBED AS FOLLOWS:

PARCEL "A", IN THE CITY OF LOS ANGELES, IN THE COUNTY OF LOS ANGELES,
STATE OF CALIFORNIA, AS SHOWN ON PARCEL MAP L.A. NO. 2128, FILED IN BOOK
30 PAGE 86 OF PARCEL MAPS, IN THE OFFICE OF THE COUNTY RECORDER OF SAID
COUNTY.

2320
SCALE 1" = 200'



PROPERTY OF THE
LANKERSHIM RANCH LAND
& WATER CO.

M.R. 31-39-44

This is not a survey of the land, but is compiled
for information only, nor is it a part of the report
or policy to which it may be attached.

Street lines per M.R. 31-39-44
are considered the lot lines
in this tract, although the
divisions of some lots are
measured from the center
lines of the streets.

CODE
13

FOR PREV. ASSMT. SEE 910 - 6 & 10

STATEMENT OF TAX DUE AND REQUEST THAT TAX DECLARATION NOT BE MADE

A PART OF THE PERMANENT RECORD IN THE OFFICE OF THE COUNTY RECORDER

PURSUANT TO SECTION 11932 R & T CODE AND SECTION 12 OF L.A. COUNTY ORD. NO. 9443

AS AMENDED.

TO:

REGISTRAR-RECORDER
COUNTY OF LOS ANGELES

8-31-89

Request is hereby made in accordance with the provisions of the Documentary Transfer Tax Act that the amount of tax due not be shown on the original document which names:

HOME SAVINGS OF AMERICA

(Name of one Grantor or Lessor)

and

KAISER FOUNDATION HEALTH PLAN, INC.

(Name of one Grantee or Lessee)

44

Property described in the accompanying document is \$15,400.00

XX

Computed on full value of property conveyed

Or computed on full value less liens and
encumbrances remaining at time of sale

M. L. L. L.
Signature of Declarant or Agent

TICOR TITLE INSURANCE COMPANY OF CALIFORNIA
Firm Name

NOTE: AFTER THE PERMANENT RECORD IS MADE, THIS FORM WILL BE AFFIXED TO THE
CONVEYING DOCUMENT AND RETURNED WITH IT.

89 1398460

KP-EPA000293

E/ESCROW SETTLEMENT SHE
Save for Income Tax Purposes

 **TICOR TITLE INSURANCE**

FINAL STATEMENT	DATE 8-31-89	Marilyn Lamont, Advisory Escrow Officer	NO. 8548364
-----------------	-----------------	---	----------------

SELLER:	BUYER'S ESCROW SETTLEMENT STATEMENT	BUYER:
Home Savings of America, F.A., a Federal association	Kaiser Foundation Health Plan, Inc., a California non-profit public benefit corporation	

DESCRIPTION	DEBIT	CREDIT
SALE/PURCHASE PRICE	\$14,000,000.00	
DEPOSIT TO: Ticor Title Insurance Company		650,000.00
DEPOSIT TO: Ticor Title Insurance Company		13,337,313.14
INTEREST EARNED AS OF AUGUST 31, 1989.		6,628.90
PRORATIONS/ADJUSTMENTS:		
Real Property Taxes \$80,466.26 (\$223.52/day) From 7-1-89 To 8-31-89		13,411.20
TITLE, ESCROW AND RECORDING CHARGES:		
One-half of total escrow fee	2,450.00	
CHECK TO:		
Kaiser Foundation Health Plan, Inc.	4,903.24	
TOTALS	\$14,007,353.24	\$14,007,353.24
KP-EPA000294		

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Recorded at the request of
and mail to:

91 873946

KAISER FOUNDATION HEALTH PLAN, INC.

(Name)

393 E. Walnut St.

Pasadena, CA 91188

(Address)

Attn: Property Acquisition

RECORDED IN OFFICIAL RECORDS

RECORDER'S OFFICE
LOS ANGELES COUNTY
CALIFORNIA

1 MIN. 2 P.M. JUN 11 1991
PAST.

FEE \$7

G

2

SPACE ABOVE THIS LINE FOR RECORDER'S USE

**COVENANT AND AGREEMENT
REGARDING MAINTENANCE OF YARDS FOR AN OVER-SIZED BUILDING**

The undersigned hereby certify that we are the owners of the hereinafter legally described real property located in the City of Los Angeles, State of California.

Parcel "A" of Parcel Map 2128

(Legal Description)

as recorded in Book 30, Page 86, Records of Los Angeles County, which property
is located and known as: 11666 Sherman Way

(street address)

And, in consideration of the issuance by the City of Los Angeles of a building permit for the construction of an over-sized building on said property, we do hereby covenant and agree to and with said City, pursuant to Section 91.0506(d) of the Los Angeles Municipal Code, to maintain on said property, a yard of 47' 10" feet in width, unobstructed from ground to sky, as shown on the attached plot plan.

This covenant and agreement shall run all of the above described land and shall be binding upon ourselves, and future owners, encumbrancers, their successors, heirs or assignees and shall continue in effect until released by the authority of the Superintendent of Building of the City of Los Angeles upon submittal of request, applicable fees and evidence that this Covenant and agreement is no longer required by law.

**SIGNATURES
MUST BE
NOTARIZED**

Owner's Name Kaiser Foundation Health Plan, Inc.

(Please type or print)

Signature of owner By: Hugh A. Jones, Senior Vice President (Sig.)

{ Two Officer's Signatures
{ Required for Corporations } By: Sandra H. Cox, Assistant Secretary (Sig.)

Name of Corporation KAISER FOUNDATION HEALTH PLAN, INC.

Dated this 28th day of May 19 91

(NOTARIZATION FOR INDIVIDUAL)

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

On this _____ day of _____ in the year
_____, before me, the undersigned, a Notary Public in and for
said County and State, personally appeared _____

personally known to me or proved to me on the basis of satisfactory evidence to be the person whose name is subscribed to this Instrument and acknowledged that he (she or they) executed it.

WITNESS my hand and official seal.

(NOTARIZATION FOR CORPORATION)

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

On this 28th day of May 19 91, before me, the undersigned, a Notary Public in and for
said County and State, personally appeared _____

Hugh A. Jones

Sandra H. Cox

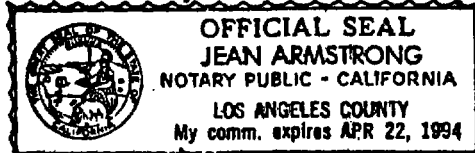
known to me or proved to me on the basis of satisfactory evidence to be the person who executed the within Instrument as the _____

Senior Vice President

and as the Assistant Secretary

on behalf of the Corporation therein named and acknowledged to me that such Corporation executed the within Instrument pursuant to its by-laws or a resolution of its board of directors.

WITNESS my hand and official seal.



**MUST BE APPROVED BY
Dept. of Building & Safety
prior to recording**

APPROVED BY _____

B & S B-188 (87.84)

Entered on
Map By _____

Date _____

FOR DEPARTMENT USE ONLY

Branch Office LA

District Map 183 B 169

Affidavit
Number **OB**

KP-EPA000295

LANKERSHIM BLVD.

SHERMAN WAY

TR0051

REVINE

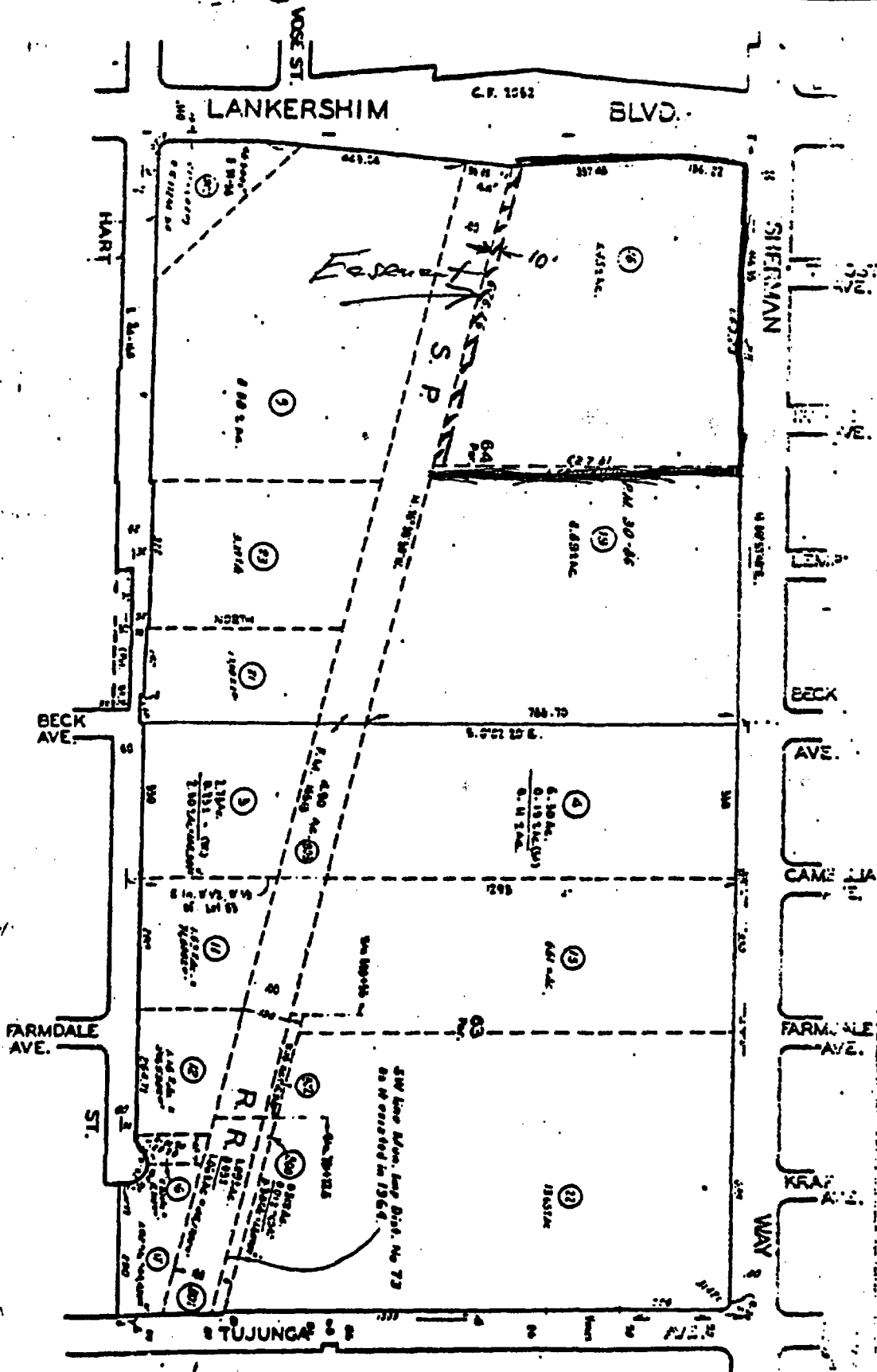
NEW 3 STORY LABORATORY
BUILDING

-LINE OF 47'-10" OPENYARD

SOUTHERN PACIFIC RAILROAD RIGHT OF WAY

KP-EPA000296

91 873946



PROPERTY OF THE
LANKERSHIM RANCH LAND
& WATER CO.

M.R. 31-39-44

KP-EPA000297

THIS IS NEITHER A PLAT NOR A SURVEY. IT IS FURNISHED AS A CONVENIENCE TO LOCATE THE LAND INDICATED HEREON



CHICAGO TITLE

300 SOUTH GRAND, SUITE 700, LOS ANGELES, CALIFORNIA 90071 (213)617-6300

KAISER FOUNDATION HEALTH PLAN
393 E. WALNUT , 5TH FLOOR
PASADENA, CALIFORNIA 91188

ATTENTION: JEFF LAMBERT

DATE: November 25, 1991

REF. NO.: KAISER FOUNDATION HEALTH

ORDER NO.: 9131579 -61

ENCLOSURES:

ENCLOSED PLEASE FIND 2 COPIES OF COLOR-CODED MAPS SHOWING
PLOTTED EASEMENT.

WE APPRECIATE THIS OPPORTUNITY TO SERVE YOU.



TITLE OFFICER GLOVER/MCKINNON 617-6389

KP-EPA000298

FAX Transmittal



KAISER PERMANENTE

TO:

Al Zimmerman

Fax
~~Phone~~

8-397-6866

Fax Phone _____

Date

5/9/87

Number of pages including cover sheet _____

FROM:

Ayfe Ashmelle

Kaiser Permanente

Facilities Services.

Real Estate Department

393 E. Walnut St

Pasadena, CA 91188

Phone

((818) 685-3930

Fax Phone

(818) 685-3910

CC: _____

REMARKS:

☐

Urgent

☐

For your review

☐

Reply ASAP

☐

Please Comment

If you do not receive all pages, please call 818-685-_____

ESCROW INSTRUCTIONS

TICOR TITLE INSURANCE

Street 300 South Grand Avenue, #700
 Address: Los Angeles, California 90071
 Escrow Officer: Marilyn Lamont
 Telephone: 213/617-6336

DATE: June 30, 1989

ESCROW NO.: 8548364-ML

PAGE NO.: ONE

SECTION I

Home Savings of America, F.A.

Seller(s) herein

will hand you a deed conveying the property described herein to vestee named below;

Kaiser Foundation Health Plan, Inc., a California nonprofit public benefit corporation
 buyer(s) herein

- ☒ hand(s) you herewith \$ 250,000.00
☐ and will cause to be handed you deposit paid to broker \$
☐ and proceeds of new loan to be procured by buyer in the amount of \$
☐ and the encumbrance(s) of record will remain, having approximate unpaid balance(s) in favor of:
 a. \$
 b. \$
☐ and will hand you deed(s) of trust in priority shown securing note(s) in favor of:
 a. \$
 b. \$
☐ having paid outside this escrow to seller \$
☒ and will hand you prior to August 1, 1989 \$ 400,000.00
☒ and will hand you prior to August 31, 1989 \$ 13,350,000.00
 TO COMPLETE A TOTAL PURCHASE PRICE OF \$ 14,000,000.00

SECTION II

You are authorized to deliver and/or record all documents and disburse all funds when you will issue your current form of CLTA Standard Coverage Owner's policy of title insurance (and lender's policy as required by buyer's lender) with liability in the amount of the purchase price or amount of liability required by buyer's lender, whichever is greater, on the real property described as:

Parcel A of Parcel Map L.A. No. 2128, in the City of Los Angeles, County of Los Angeles, State of California, as per map filed in Book 30, Page 86 of Parcel Maps, in the Office of the County Recorder of said County

showing title vested in KAISER FOUNDATION HEALTH PLAN, INC., a California nonprofit public benefit corporation.

SUBJECT TO:

- () Real Property General and special taxes for the first half of the fiscal year 1989-1990 and subsequent years, including reassessments if any and including any special district levies or personal property taxes, payment for which are included therein and collected therewith, and improvement bond assessments, when applicable.
 (XX) such exception as set forth in a current preliminary title report to be issued by Ticor
 () Covenants, conditions, restrictions, rights of way, easements and reservations of record. Title as may be approved by
 () Deed of Trust now of record in favor of Buyer pursuant to the provisions of Section IV hereof.
 () Deed of Trust to record in favor of
 () which secures a promissory note in the principal amount of \$
 () deed of trust to record, in your form, executed by
 \$; which is to secure a note, in your form, in the principal amount of \$
 , payable to
 or order at
 , in installments of \$ or more per , beginning
 at % per annum from ☐ Including interest ☐ plus interest
 You are authorized to complete the necessary dates on the above described executed note at close of escrow.
 () deed of trust to record, in your form, executed by
 \$; which is to secure a note, in your form, in the principal amount of \$
 , payable to
 or order at
 , in installments of \$ or more per , beginning
 at % per annum from ☐ Including interest ☐ plus interest
 You are authorized to complete the necessary dates on the above described executed note at close of escrow.

Buyer will cause to be handed you executed loan document(s) as to item(s) which shall be deemed approval of the terms and conditions thereof. You are authorized to comply with the instructions of the lender, and buyer will pay borrower's costs in connection therewith.

KP-EPA000300

ESCROW INSTRUCTIONS
(continued)

TO: Ticor Title Insurance Company of California
300 South Grand Ave., #700
Los Angeles, California 90071

DATE: June 30, 1989
ESCROW NO.: 8548364-ML
PAGE NO.: TWO

SECTION III

1. ☐ You are directed to request a beneficiary statement on item(s) _____, Section II, which statement(s) shall be approved by both parties before you are required to close this escrow. Any variation in the principal remaining balance of the indebtedness in said item(s) _____, shall be adjusted in _____.
- ☐ You are not to obtain a beneficiary statement on item(s) _____, Section II, and you are hereby relieved of all liability by the parties hereto for complying with this instruction. You are instructed to close this escrow based on figures deposited into escrow by seller and approved by buyer.
2. Impounds, if any are reported to escrow holder, are to be:
 - ☐ reimbursed to seller by buyer through escrow
 - ☐ transferred to buyer without adjustment
3. Prorate or adjust the following items as indicated to close of escrow:
 - ☒ Real Property Taxes based on 1989 - 1990 tax statement without regard to any reassessments or subsequent changes.
 - ☐ Interest on existing loan(s) remaining of record, based on written statement(s) delivered to escrow.
 - ☐ Prepaid premium for hazard/fire insurance based on policy as handed you.
 - ☐ Premium for mortgage insurance based on statement handed you.
 - ☐ Prepaid rents based on principals-approved rent statement delivered to escrow. Any deposits shall be credited to buyer and charged to seller.
 - ☐ Homeowners Association(s) Dues as reported to you by the Association(s).
 - ☒ Rents and amounts due under contracts affecting the Property, if any
4. Hazard/fire insurance:
 - ☒ Assign existing policy to buyer if transferable and approved by buyer.
 - ☐ Buyer shall furnish new policy for at least \$ _____ with loss payable endorsement in favor of the lender(s).

SHOULD PARTIES HAVE ANY QUESTIONS CONCERNING THE SIGNING OF DOCUMENTS OR THE INTERPRETATION AND LEGALITY OF THESE INSTRUCTIONS, THEY ARE ADVISED TO CONSULT THEIR ATTORNEY.

Upon close of escrow you are authorized to charge our respective accounts the costs attributable to each, including but not limited to the following as indicated below or in accordance with our respective estimated statements attached hereto and made a part hereof.

	Seller	Buyer
Owners Title Insurance Premium	X	
Lenders Title Insurance Premium		
Escrow Fee	1/2	1/2
Reconveyance Fee	X	
Recording Fees	X	
Document Preparation		
Loan Tie-In		
Documentary Transfer Tax as required	X	
Insurance Premium		

KP-EPA000301

ORDER/ESCROW NO.: 8548364-ML
DATE: June 30, 1989
PAGE NO.: Three

Section IV

1. The Close of Escrow and the completion of this transaction are subject to and contingent upon satisfaction of the following conditions precedent:

a. Buyer's Board of Directors shall have approved this transaction on or before July 25, 1989.

b. Seller's Real Estate Committee, Executive Committee or Board of Directors shall have approved this transaction by August 1, 1989.

c. Within thirty days (30) after delivery of a current preliminary title report together with legible copies of all documents referred to therein (the "Title Documents") by Seller to Buyer, Buyer shall have approved the same in writing. All monetary encumbrances relating to the Property except for a lien for current, non-delinquent real estate taxes, are hereby disapproved and Seller hereby covenants and agrees to discharge the same on or prior to the Close of Escrow. If Buyer disapproves any of the Title Documents or matters referred to therein, and, if within ten (10) days from the date of Buyer's disapproval, Seller gives Buyer written notice that Seller is either unwilling or unable to remove said disapproved exceptions, then at Buyer's sole option, this transaction shall either (i) be terminated and the parties shall have no further obligations to each other or (ii) Buyer shall take title subject to such disapproved matters and the transaction shall otherwise be completed on the terms and conditions set forth herein.

d. Within thirty (30) days after the execution of these Escrow Instructions, or August 15, 1989, whichever occurs sooner, Buyer shall have approved in writing a soils, geotechnical and contamination/hazardous waste report to be obtained by Buyer at Buyer's sole expense. Buyer shall provide seller with a copy of such report.

e. Buyer and Buyer's representative, agents and designees shall have the right, at reasonable times and upon

ESCROW INSTRUCTIONS
(continued)

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989
ESCROW NO.: 8548364-ML
PAGE NO.: Four

reasonable notice to Seller, to enter upon the Property, at Buyer's own cost, for any purpose in connection with its proposed purchase, development, use and/or operation of the Property, including without limitation the right to make any inspections, investigations and tests as Buyer may elect to make or obtain. Buyer hereby indemnifies Seller from and any and all liabilities and losses, including mechanic's liens, arising out of any such entry by Buyer or its agents, designees or representatives. It is understood and agreed by Buyer that all or part of Seller's operations on the Property are of a confidential nature subject to certain security measures restricting access to the Property. Buyer shall not enter or seek entry to the Property in any manner inconsistent with Seller's security restrictions and Seller hereby agrees to cooperate with Buyer in order that Buyer may complete its investigation of the Property in manner satisfactory to Buyer but which will not compromise the security of Seller's operations.

f. Upon the Close of Escrow, Seller shall cause the escrowholder to deliver to Buyer the CLTA Standard Coverage Owner's Title Policy, including any endorsements Buyer shall reasonably require, with liability in the full amount of the purchase price, insuring that fee title to the Property is vested in Buyer subject only to current non-delinquent real estate taxes and such exceptions to title as approved by Buyer pursuant to Section 2c.

g. The deposits made by Buyer, as set forth in Section I, shall be invested by the escrow holder in federally-insured interest-bearing accounts with any interest accruing thereon to be paid or credited to Buyer. At the Close of Escrow, these deposits shall be applied and credited toward payment of the purchase price.

2. The parties hereby acknowledge that it is of primary importance to Seller and Buyer that the transaction

KP-EPA000303

**ESCROW INSTRUCTIONS
(continued)**

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989
ESCROW NO.: 8548364-ML
PAGE NO.: FIVE

contemplated in this Agreement be consummated by no later than 5:00 p.m. Los Angeles time on August 31, 1989. After that date and time (unless the closing date has been previously extended by written notice signed by both Buyer and Seller and delivered to escrow holder) either Buyer or Seller may terminate this transaction and demand the return of all documents and funds deposited by it, respectively, into escrow by delivering written notice of such termination and demand to the other party and escrow holder, and upon escrow holder's being reimbursed by the notifying party for such party's share of the escrow fees and charges, escrow holder shall comply with said notice and demand and terminate the escrow

3. IN THE EVENT THE CLOSING AND THE CONSUMMATION OF THE TRANSACTIONS HEREIN CONTEMPLATED DO NOT OCCUR AS HEREIN PROVIDED BY REASON OF ANY DEFAULT OF BUYER, BUYER AND SELLER AGREE THAT IT WOULD BE IMPRACTICAL AND EXTREMELY DIFFICULT TO ESTIMATE THE DAMAGES WHICH SELLER MAY SUFFER. THEREFORE BUYER AND SELLER DO HEREBY AGREE THAT A REASONABLE ESTIMATE OF THE TOTAL NET DETRIMENT THAT SELLER WOULD SUFFER IN THE EVENT THAT BUYER DEFAULTS AND FAILS TO COMPLETE THE PURCHASE OF THE PROPERTY IS AND SHALL BE, AS SELLER'S SOLE AND EXCLUSIVE REMEDY (WHETHER AT LAW OR IN EQUITY), AN AMOUNT EQUAL TO THE DEPOSIT, AND THE ADDITIONAL DEPOSIT IF ANY, (WHICH INCLUDES ANY ACCRUED INTEREST THEREON). SAID AMOUNT SHALL BE THE FULL, AGREED AND LIQUIDATED DAMAGES FOR THE BREACH OF THIS AGREEMENT BY BUYER, ALL OTHER CLAIMS TO DAMAGES OR OTHER REMEDIES BEING HEREIN EXPRESSLY WAIVED BY SELLER. THE PAYMENT OF SUCH AMOUNT AS LIQUIDATED DAMAGES IS NOT INTENDED AS A FORFEITURE OR PENALTY WITHIN THE MEANING OF CALIFORNIA CIVIL CODE SECTIONS 3275 OR 3369, BUT IS INTENDED TO CONSTITUTE LIQUIDATED DAMAGES TO SELLER PURSUANT TO CALIFORNIA CIVIL CODE SECTIONS 1671, 1676 and 1677. SELLER HEREBY WAIVES THE PROVISIONS OF CALIFORNIA CIVIL CODE SECTION 3389. UPON DEFAULT BY BUYER, THIS AGREEMENT SHALL BE TERMINATED AND NEITHER

KP-EPA000304

ESCROW INSTRUCTIONS
(continued)

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989

ESCROW NO.: 8548364-ML

PAGE NO.: SIX

PARTY SHALL HAVE ANY FURTHER RIGHTS OR OBLIGATIONS HEREUNDER, EACH TO THE OTHER EXCEPT FOR THE RIGHT OF SELLER TO COLLECT SUCH LIQUIDATED DAMAGES FROM BUYER AND ESCROW HOLDER.



Buyer's Initials

Seller's Initials

4. At the Close of Escrow, Seller shall pay to Travers Realty Corporation ("Broker"), from funds accruing to Seller through Escrow, a brokerage commission in the amount of 2% of the Purchase Price. Seller represents and warrants to Buyer, and Buyer represents and warrants to Seller, that no other broker or finder has been engaged by it, respectively, in connection with any of the transactions contemplated by this Agreement, or to its knowledge is in any way connected with any of such transactions. In the event of any such claims for additional brokers' or finders' fees or commissions in connection with the negotiation, execution or consummation of this Agreement, then Buyer shall indemnify, save harmless and defend Seller from and against such claims if they shall be based upon any statement or representation or agreement by Buyer, and Seller shall indemnify, save harmless and defend Buyer if such claims shall be based upon any statement, representation or agreement made by Seller.

5. - The following constitute matters of agreement and understanding by and between Buyer and Seller, incorporated herein at their request, which impose no duties on the escrow holder.

a. Buyer shall have the option to extend the Close of Escrow for an additional period of time not to exceed September 29, 1989. This option may be exercised by Buyer at any time prior to the Close of Escrow, as set forth above, by Buyer providing Seller and Escrow Holder with written notice of its intention to do so concurrently with depositing in Escrow as compensation to Seller for such extension, an amount ("Additional

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ESCROW INSTRUCTIONS
(continued)

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989
ESCROW NO.: 8548364-ML
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Deposit") equal to the daily interest on the Purchase Price calculated at the rate of 10% per annum prorated on the basis of a 365 day year. This Additional Deposit shall be paid to Seller at the Close of Escrow and shall be in addition to the Purchase Price.

b. Prior to the Close of escrow Buyer and Seller shall execute a lease in the form and substance of Exhibit "A", attached hereto, by the terms of which Buyer shall lease the Property to Seller for a term commencing on the close of escrow and terminating on February 15, 1990. Seller shall have the option to sooner terminate the lease on 30 days written notice to Buyer or extend the term beyond February 15, 1990, if construction of Seller's Irwindale facility is not completed due to acts of God or strike. Rent for the term of the lease shall be \$50,000.00 per month. Rent for the extended term shall be \$50,000.00 per month in the event construction of Seller's new Irwindale facility is delayed due to acts of God or strike. In the event that Seller shall remain on the Property past February 15, 1990 for any reason except delay in the construction of the Irwindale facility due to acts of God or strike, Seller shall be a tenant at will and the rent shall be to \$100,000.00 per month. Rent for any portion of a month shall be prorated accordingly.

c. Seller shall have the right, but not the obligation, to remove the 420 kilowatt diesel generator located on the Property.

d. In addition to any express agreements of Seller contained herein, the following constitute representations and warranties of Seller to Buyer:

(i) These Escrow Instructions and all documents required hereby to be executed by Seller are and shall be valid, legally binding obligations of, and enforceable against Seller in accordance with their terms. Neither the execution and delivery of these Escrow Instructions, and documents referenced

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**ESCROW INSTRUCTIONS
(continued)**

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989ESCROW NO.: 8548364-MLPAGE NO.: Eight

herein, nor the consummation of the transactions contemplated herein, conflict or result in the breach of any terms or provisions of any contract, loan, or other agreement or instrument to which Seller is a party or effecting the property. All consents, approvals and authorizations necessary to the execution of these Escrow Instructions and the consummation of the transactions contemplated herein by Seller have been obtained. Seller has not sold, conveyed or entered into any contract for the sale of all or any portion of the Property or any rights incident thereto, nor do there exist any rights of first refusals or options to purchase the Property or any rights incident thereto.

(ii) There are, and at the close of escrow, there will be, no pending actions, lawsuits, claims, or judicial, municipal, or administrative proceedings effecting all or any portion of the Property or in which Seller is or will be a party to by reason of Seller's ownership of the Property. There are no threatened or contemplated actions, lawsuits, claims or proceedings, nor the existence of any facts which might give rise to such actions, lawsuits, claims or proceedings. Seller will not commence or defend any action with respect to the Property except upon such terms as are mutually acceptable to Seller and Buyer.

(iii) Seller has not received any notices of any violation of governmental regulations relating to the Property, any existing or contemplated plan to widen or modify any street or highway contiguous to the Property or any other plan, study or effect of any applicable governmental authority relating to the Property. As of the Close of Escrow there are no intended public improvements which will result in any charge being levied against, or any lien assessed upon, the Property or any portion thereof.

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ESCROW INSTRUCTIONS
(continued)

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989ESCROW NO.: 8548364-MLPAGE NO.: Nine

(iv) To the best of Seller's knowledge, all operations or activities upon, or use or occupancy of the Property by Seller, or any current occupant or user thereof, or by any previous owner, user, or occupant of the Property, is, has been and will be in compliance with all state, federal and local laws and regulations governing or in any way relating to the generation, handling, manufacturing, treatment, storage, use, transportation, spillage, leakage, dumping, discharge or disposal (whether accidental or intentional) of any toxic or hazardous substances, materials, or wastes, including but not limited to, any Hazardous material as defined below, and, to the best of Seller's knowledge, neither Seller nor any current user or occupant of the Property, nor any prior owner, occupant or user thereof, has engaged in or permitted any dumping, discharge, disposal, spillage, or leakage (whether legal or illegal, accidental or intentional) of such toxic or hazardous substances, materials or wastes, at, on, in or about the Property or any portion thereof.

(v) Except as provided in paragraph 1(e) above, Seller shall indemnify, defend and hold Buyer harmless from all claims, causes of action, damages, costs or expenses arising out of, or alleged to arise out of, events occurring on or prior to the ~~Close~~ Close of Escrow.

e. Buyer's Representations and Warranties. In addition to any express agreements of Buyer contained herein, the following constitute representations and warranties of Buyer to Seller:

(i) Power and Authority. Buyer has the legal power, right and authority to enter into this Agreement and the instruments referenced herein, and to consummate the transactions contemplated hereby. The individuals executing this Agreement and the instruments referenced

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ESCROW INSTRUCTIONS
(continued)

TO: Ticor Title Insurance Company of California

DATE: June 30, 1989

ESCROW NO.: 8548364-ML

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herein on behalf of Buyer have the legal power, right and actual authority to bind Buyer to the terms and conditions hereof and thereof.

(ii) Requisite Action. All requisite action (corporate, trust, partnership or otherwise) has been taken by Buyer in connection with the entering into this Agreement and the instruments referenced herein, and the consummation of the transactions contemplated hereby.

(iii) Validity. This Agreement and all documents required hereby to be executed by Buyer are and shall be valid, legally binding obligations of and enforceable against Buyer in accordance with their terms. Neither the execution and delivery of this Agreement and documents referenced herein, nor the consummation of the transactions herein contemplated, conflict with or result in the breach of any terms, conditions or provisions of any contract, loan, or other agreements or instruments to which Buyer is a party. All consents, approvals and authorizations necessary for the execution of this Agreement and the consummation of the transactions contemplated herein by Buyer have been obtained.

(iv) Buyer represents and warrants to Seller that Buyer shall indemnify and hold Seller harmless from all claims, causes of action, damages, cost or expenses, arising out of, or alleged to arise out of, events occurring after the Close of Escrow.

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ESCROW INSTRUCTIONS
(continued)

TO: TICOR TITLE INSURANCE COMPANY OF CALIFORNIA
300 South Grand Avenue, #700
Los Angeles, California 90071

DATE: June 30, 1989
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GENERAL PROVISIONS

1. All funds received in this escrow shall be deposited with other escrow funds in a general escrow account or accounts of Ticor Title Insurance Company of California, with any state or national bank, and may be transferred to any other such general escrow account or accounts. All disbursements shall be made by check of Ticor Title Insurance Company of California. Ticor Title shall not be responsible for any delay in closing if funds received by escrow are not available for immediate withdrawal.
2. All prorations and adjustments called for in this escrow are to be made on the basis of a 30 day month unless otherwise instructed in writing. You are not responsible for any payment, adjustment or proration of a Homeowners Association (or similar) charge, fee or unrecorded lien unless set forth in the escrow instructions.
3. The phrase "close of escrow" (or COE or CE) as used in this escrow means the date on which documents are recorded, unless otherwise specified.
4. Recordation of any instruments delivered through this escrow, if necessary or proper for the issuance of the policy of title insurance called for, is authorized.
5. You are authorized to furnish copies of escrow instructions, supplements, amendments or notices of cancellation and closing statements in this escrow to the real estate broker(s) and lender(s) referred to in this escrow.
6. You are authorized to execute on behalf of the principals hereto, form assignments of interest in any insurance policy (other than title insurance) called for in this escrow; forward assignment and policy to the agent requesting that insurer consent to such assignment and attach a loss payable clause or such other endorsements as may be required, and to forward such policy to the lenders and principals entitled thereto.
7. If a demand to cancel is submitted after the time limit date, any principal so requesting you to cancel this escrow shall file notice of demand to cancel in your office in writing. You shall within three (3) working days thereafter mail by certified mail one copy of such notice to each of the other principals at the addresses stated in this escrow. Unless written objection thereto is filed in your office by a principal within fifteen (15) calendar days after date of such mailing, you are authorized to cancel this escrow. If written objection is filed with you, you are authorized to hold all money and documents in this escrow and take no further action until otherwise directed, either by the principals' mutual written instructions or by final order of a court of competent jurisdiction. If this is a sale escrow, you may return lender's papers and/or funds upon lender's demand.
8. No examination or insurance as to the amount or payment of personal property taxes is required unless specifically requested in writing.
9. Delivery to escrow of all notices, communications and documents are required to be made timely at the office of Ticor Title Insurance Company of California set forth on page 1 of these instructions.
10. The principals hereto expressly agree that you, as escrow holder, have the absolute right at your election to file an action in interpleader in a court of competent jurisdiction requiring the principals to answer and litigate their several claims and rights among themselves and you are authorized to deposit with the clerk of the court all documents and funds held in this escrow. In the event such action is filed, the

- principals jointly and severally agree to pay your cancellation charges and costs, expenses and reasonable attorney's fees which you are required to expend or incur in such interpleader action, the amount thereof to be fixed and judgment to be rendered by the court. Upon the filing of such action, you shall thereupon be fully released and discharged from all obligations to further perform any duties or obligations otherwise imposed by the terms of this escrow.
11. In the event of cancellation of this escrow, the fees and charges due Ticor Title Insurance Company of California, including expenditures incurred or authorized shall be borne equally by the parties hereto unless otherwise specifically agreed to or determined by a court of competent jurisdiction.
 12. In the event of cancellation of this escrow, you are authorized to demand payment of your charges and, on payment thereof, return documents and monies to the respective parties depositing same or for whose benefit an unconditional deposit was made; and to void executed instruments.
 13. If there is no written activity by a principal delivered to this escrow within any six-month period after the time limit date as set forth in the escrow instructions or written extension thereof, your agency obligation shall terminate at your option and all documents, monies or other items held by you shall be returned to the respective parties entitled thereto, less fees and charges herein provided.
 14. Upon receipt of any conflicting instructions, other than cancellation instructions described in paragraph 7 above, you are no longer obligated to take any further action in connection with this escrow until further concurring instructions are received from the principals to this escrow.
 15. You are not to be concerned with any question of usury in any loan or encumbrance involved in the processing of this escrow and you are hereby released from any responsibility or liability therefor.
 16. You are to be concerned only with the directives specifically set forth in the escrow instructions and amendments thereto, and are not to be concerned or liable for items designated as "memoranda" in the within escrow instructions nor with any other agreement or contract between the parties.
 17. You are not required to submit any title report issued in connection with this escrow to any party or agent unless directed to do so by written mutual instructions. You may, however, do so without incurring liability to any party for such submission. You are hereby authorized to submit such reports to any proposed lender.
 18. You are authorized to destroy or otherwise dispose of any and all documents, papers, instructions, correspondence and other material pertaining to this escrow at the expiration of seven years from the close of escrow or cancellation thereof, without liability and without further notice to parties to the transaction.
 19. You are released from and shall have no liability, obligation or responsibility with respect to (a) withholding of funds pursuant to Section 1445 of the Internal Revenue Code of 1954 as amended, (b) advising the parties as to the requirements of such Section, (c) determining whether the transferor is a foreign person under such Section, nor (d) obtaining a non foreign affidavit or other exemption from withholding under such Section nor otherwise making any inquiry concerning compliance with such Section by any party to the transaction.

Time is of the essence of these instructions. If this escrow is not in condition to close by the TIME LIMIT DATE of August 31, 1989 and written demand for cancellation is received by you from any principal to this escrow after said date, you shall act in accordance with Paragraph 7 of said General Provisions. In the event one or more of the above General Provisions is held to be invalid in judicial proceedings, the remaining respective General Provisions will continue to be operative. Any amendments of or supplements to any instructions affecting this escrow must be in writing. Signatures on any documents and instructions pertaining to this escrow indicate the signer's unconditional approval thereof. Principals will hand you any funds and instruments required from each respectively to complete this escrow.

If no demand for cancellation is made, you will proceed to close this escrow when the principals have complied with the escrow instructions. These instructions may be executed in counterparts, each of which shall be deemed an original regardless of date of execution or delivery, and together shall constitute one and the same document. If these instructions relate to a sale, buyer agrees to buy and seller agrees to sell upon the terms and conditions hereof. All documents, balances and statements due the undersigned are to be mailed to the respective addresses shown below, unless otherwise directed. In these instructions, whenever the context so requires, the masculine gender includes the feminine and /or neuter, and the singular number includes the plural.

If any check submitted to escrow is dishonored upon presentment for payment, you are authorized to notify all principals and/or their respective agents of such nonpayment.

BY: KAISER FOUNDATION HEALTH PLAN, INC.
Signature *Hugh A. Jones*
HUGH A. JONES
Senior Vice President
James W. Baldwin
JAMES W. BALDWIN
Assistant Secretary

SELLER: HOME SAVINGS OF AMERICA, F.A.
Signature _____

Address 393 East Walnut Street
Pasadena, California 91188
Attn: Mr. L. Grant Baldwin
Property Acquisition Manager
Telephone 818/405-3099

Address _____

Telephone _____